

**Electronic Articles of Incorporation
For**

P09000098170
FILED
December 04, 2009
Sec. Of State
rdunlap

USA FITNESS, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

USA FITNESS, INC

Article II

The principal place of business address:

902 S SR 19
STE #3
PALATKA, FL. 32177

The mailing address of the corporation is:

902 S SR 19
STE #3
PALATKA, FL. 32177

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

MICHEL CHANCEY
123 OAKWOOD RD
SATSUMA, FL. 32189

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHEL CHANCEY

Article VI

The name and address of the incorporator is:

MICHEL CHANCEY
123 OAKWOOD RD

SATSUMA, FL 32189

Incorporator Signature: MICHEL CHANCEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHEL CHANCEY
123 OAKWOOD RD
SATSUMA, FL. 32189

Title: VP
RODNEY POWERS
1969 S GLENCOE
NEW SYMRNA BEACH, FL. 32169

Title: VP
LEANN POWERS
1969 S GLENCOE
NEW SYMRNA BEACH, FL. 32169

Article VIII

The effective date for this corporation shall be:

12/01/2009