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FLORIDA PROFIT/NON PROFIT CORPORATION
BAILLY ATHLETICS & FITNESS INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

2010 FEB 24 P 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BAILLY ATHLETICS & FITNESS INC.**

The undersigned, acting as incorporator of BAILLY ATHLETICS & FITNESS INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is BAILLY ATHLETICS & FITNESS INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is:

9990 NW 51 Lane
Miami, Florida 33178

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9990 NW 51 Lane, Miami, Florida 33178 and the name of the Corporation's initial registered agent at that address is Carlos Bailly.

Tax Audit No. H10000427503

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Jorge L. Hernandez-Torano, Esq., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.


ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 22nd day of February, 2010.


Jorge L. Hernandez-Torano
Sole Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

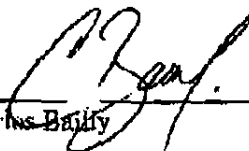
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BAILLY ATHLETICS & FITNESS INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 9990 NW 51 Lane, Miami, FL 33178 has named Carlos Bailly as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 22nd day of February, 2010.


Carlos Bailly

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TALLAHASSEE, FLORIDA