

May 12 2010 4:44 PM
Division of Corporations

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PID 0000 41236

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
OUT THE BOX FITNESS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
OUT THE BOX FITNESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: OUT THE BOX FITNESS, INC. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Corporation is 1949 Cedar River Court, Orange Park, Florida, 32003.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1949 Cedar River Court, Orange Park, Florida, 32003, and the name of its initial registered agent at such address is Joanie Barrett.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2), and the names and addresses of such persons who are to serve as members thereof are:

NAME	ADDRESS
Joanie Barrett	1949 Cedar River Court Orange Park, Florida 32003
Kristie Matherne	1500 Calming Water Drive, Unit 103 Fleming Island, Florida 32003

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator are Joanie Barrett, 1949 Cedar River Court, Orange Park, Florida, 32003.

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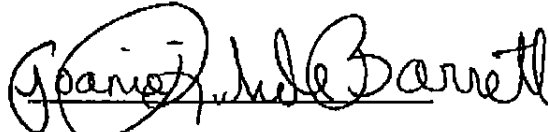
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ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of May 2010.


Joanie Barrett
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

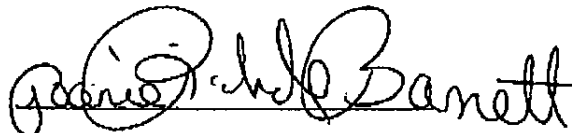
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: OUT THE BOX FITNESS, INC.
2. The name and address of the registered agent and office are:

Joanie Barrett
1949 Cedar River Court
Orange Park, Florida 32003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Joanie Barrett
Registered Agent

Date: May 11, 2010