

**Electronic Articles of Incorporation
For**

P10000053959
FILED
June 28, 2010
Sec. Of State
jshivers

BAY 1 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:

BAY 1 FITNESS, INC.

Article II

The principal place of business address:

9900 GRIFFIN ROAD
COOPER CITY, FL. US 33328

The mailing address of the corporation is:

9900 GRIFFIN ROAD
COOPER CITY, FL. US 33328

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:

1000

Article V

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

FRANCIS LEONARD
9900 GRIFFIN ROAD
COOPER CITY, FL. 33328

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

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Registered Agent Signature: FRANCIS LEONARD

Article VI

The name and address of the incorporator is:

FRANCIS LEONARD
6600 GRIFFIN ROAD

COOPER CITY, FL 33328

Incorporator Signature: FRANCIS LEONARD

Article VII

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

Title: P
FRANCIS LEONARD
9900 GRIFFIN ROAD
COOPER CITY, FL. 33328 US

Title: VP
PHILLIP WISEMAN
27 OCTAVIA STREET
SAN RAFAEL, CA. 94901 US

Title: VP
JACQUELINE CAPATO
9900 GRIFFIN ROAD
COOPER CITY, FL. 33328 US

Article VIII

The effective date for this corporation shall be:

06/28/2010