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**FLORIDA PROFIT/NON PROFIT CORPORATION
MANALAPAN GYM, INC.**

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ARTICLES OF INCORPORATION
OF
MANALAPAN GYM, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of this corporation is:

Manalapan Gym, Inc

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

7 Spoonbill Road
Manalapan, Florida 33462

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the primary purpose of operating a physical fitness facility/gym, and all things necessary and related thereto for the lawful pursuit of the purpose or the attainment of the objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, and of the purposes of transacting any and all lawful business. The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

George D. Psionos, P.A.
1615 Forum Place., Suite 500
West Palm Beach, FL 33401
Florida Bar #339857
(561- 640-9010)

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ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue a maximum of 1000 shares of a common class stock having \$.01 par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

7 Spoonbill Road
Manalapan, Florida 33462

The name of the initial registered agent of this corporation at that address is:

Pamela Murphy

ARTICLE VII
INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Pamela J. Murphy
7 Spoonbill Road
Manalapan, Florida 33462

ARTICLE VIII
INITIAL DIRECTOR AND OFFICER

The name and mailing address of the initial director of the Corporation is:

Pamela J. Murphy D/P
7 Spoonbill Road
Manalapan, Florida 33462

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of May, 2011.

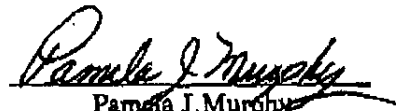

Pamela J. Murphy

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

Having been named to accept service of process for Manalapan Gym, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 10 day of May, 2011.


Pamela J. Murphy
7 Spoonbill Road
Manalapan, Florida 33462

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