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FLORIDA PROFIT/NON PROFIT CORPORATION
MINDBODY GROUP INC

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**ARTICLES OF INCORPORATION
OF**

MINDBODY GROUP INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

5/13/11

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MINDBODY GROUP INC

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**12726 NW 13TH STREET
SUNRISE FL 33323**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 THOUSAND SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.
The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE STREET ADDRESS

The name and address of the initial registered agent is:

MARIA NADAL-CABRAL
12726 NW 13TH STREET
SUNRISE FL 33323

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TALLAHASSEE FLORIDA

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

MARIA NADAL-CABRAL/PD
12726 NW 13TH STREET
SUNRISE FL 33323

HECTOR CABRAL/VD
12726 NW 13TH STREET
SUNRISE FL 33323

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MARIA NADAL-CABRAL
12726 NW 13TH STREET
SUNRISE FL 33323

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 13TH day of May, 2011



Signature

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ARTICLE IX AMENDMENTS

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**These Articles of Incorporation may be amended in the manner provided by law.
Every amendment shall be approved by the Board of Directors, proposed by the
Stockholders, and approved at the Stockholder's meeting by a majority of the stock
entitled to vote thereon, unless all the Directors and all the Stockholder's sign a
written statement manifesting their intention that a certain amendment of these
Article of Incorporation be made.**

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE
PROCESS WITHIN THE STATE OF FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the
Undersigned Corporation, organized under 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:

MINDBODY GROUP INC

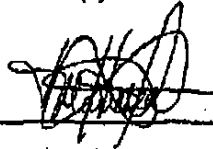
2. The name and address of the registered agent and office is:

MARIA NADAL-CABRAL
12726 NW 13TH STREET
SUNRISE FL 33323

ACCEPTANCE OF REGISTERED AGENT

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 PURSUANT TO F.S. 607.050(3).

SIGNATURE



DATE

05/13/2011