

MAIN FITNESS, INC.  
ATTN: TANGIE MANNING  
6767 W. PALM BEACH BLVD.  
WEST PALM BEACH, FLORIDA 33413

November 16, 1994

State of Florida  
Division of Corporations  
P. O. Box 6307  
Tallahassee, Florida 32314

Dear Sir:

Enclosed please find Articles of Incorporation in the name of MAIN FITNESS, INC. to be filed with your office.

Also enclosed a check in the amount of \$70.00.

Thank you for your prompt attention to this matter.

Sincerely,

Tangie Manning  
President

Enclosures

FILED  
95 FEB -8 AM 8 03  
TALLAHASSEE, FLORIDA

T. BROWN FEB 10 1995

ARTICLES OF INCORPORATION

OF

MAIN FITNESS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

ARTICLE I

The name of the corporation shall be:

MAIN FITNESS, INC.

ARTICLE II

The general nature of business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State and the United States of America, as fully and to the same extent as natural persons might or could.

A. To buy, sell, market, distribute items of every type and nature including but not limited to any marketable product or item whether produced by the corporation or by others.

B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by capitalists, financiers, manufacturers, agents, builders, brokers and dealers: to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, but nothing herein contained shall be construed to give this corporation banking powers.

C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, as above specified.

D. To borrow or raise money for any purpose of the company, and to secure the same and interest thereon, or for any other purpose to mortgage all or any part of the property corporeal or incorporeal, rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligations.

E. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock of this corporation shall be 100 shares having a par value of One Dollar (\$1.00) each and to be fully paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the BY-LAWS of the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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95 FEB -8 AM 8 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$100.00 (One hundred dollars and no/100).

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

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

6767 W. Palm Beach Blvd.  
West Palm Beach, Florida 33413

The corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and without the State of Florida, and in such foreign countries as its Board of Directors may authorize.

#### ARTICLE VII

The resident agent of the corporation shall be:

E. A. Salzer  
11471 W. Sample Road, Suite 11  
Coral Springs, Florida 33065

The Board of Directors, in its discretion, may replace its resident agent at any time with such replacement to be effective upon notice thereof being filed with the Secretary of State of Florida.

#### ARTICLE VIII

The business and affairs of the corporation shall be conducted by a Board of Directors of not less than one (1) or more than five (5) which are not in conflict with the provisions of these Articles of Incorporation.

#### ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

Tangie Manning  
904 Turkey Foot Rd.  
Lexington, Kentucky 40502

President/Director

Jon P. Manning  
100 Industrial Drive  
Richmond, Kentucky 40475

Director

ARTICLE X

The name and address of the subscriber to these Articles of Incorporation and the number of shares of capital stock agreed to take is as follows:

Tangie Manning  
904 Turkey Foot Road  
Lexington, Kentucky 40502

100 shares

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal  
this February day of 3, 1995.

Tangie Manning  
Tangie Manning

I hereby accept appointment as Resident Agent.

E. G. Selzer

STATE OF FLORIDA  
Palm Beach  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take

TANGIE MANNING

acknowledgements to me well known to be the person(s) described in the attached Articles of Incorporation, and acknowledged before me that the same was executed freely and voluntarily for the purposes specified therein.

WITNESS my hand and official seal, at Lake Worth  
Palm Beach County, Florida, this 3 day of Feb,  
1995.

Leeth Louise Amoroso  
NOTARY PUBLIC

My commission expires:

