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City State	Zip Phone			703.00
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## STATE OF FLORIDA

## ARTICLES OF INCORPORATION

OF

GYM SOURCE, FLORIDA INC.

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FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: GYM SOURCE, FLORIDA INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 40 East 52nd Street, New York, N.Y. 10022.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TWO HUNDRED SHARES, WHICH SHARES ARE TO BE WITHOUT PAR VALUE.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS <u>C/O C T CORPORATION SYSTEM</u>, 1200 SOUTH PINE ISLAND ROAD, <u>CITY OF PLANTATION</u>, <u>FLORIDA 33324</u>, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS <u>C T CORPORATION SYSTEM</u>.

FIFTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Thomas Baldwin

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C T Corporation System, 1633 Broadway, 23rd Floor, N.Y., N.Y. 10019

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 1st DAY OF November, 1996.

GYM SOURCE, FLORIDA INC.

Theres Baldwein

Thomas Baldwin, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED November 1, 1996

Ann Marie Cummins, Asst. Secretary

96 NOV -5 PN 1: 16 SECKETARY OF STATE