Number Only 00034047 CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street Address Tallahassee, FL 32301 1222-1092 Phone State City **CORPORATION(S) NAME** 600002456996--03/13/98--01087--015 () Merger#70.00 () Amendment Limited Liability Co. () Dissolution/Withdrawal () Mark Foreign () Other UCC Filing () Annual Report () Limited Partnership () Change of R.A. () Reservation () Reinstatement)Fic. Name () CUS () Photo Copies () Certified Copy () After 4:30 () Call if Problem () Call When Ready Pick Up Walk In () Mail Out Name PLEASE RETURN EXTRA COPIES Availability MAR 13 1998 FILE STAMPED Document Examiner Updater Verifier Acknowledament CŔ2E031 (1-89)

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STATE OF FLORIDA ARTICLES OF INCORPORATION OF BFIT SPORTS MEDICINE OF CLEARWATER, INC.

FIRST: The Corporate Name that satisfies the requirements of Section 607.0401 is: BFIT Sports Medicine of Clearwater, Inc.

SECOND: The street and mailing address of the initial principal office is: 8700 W. Bryn Mawr Avenue, 2nd Floor, Chicago, Illinois 60631.

THIRD: The number of shares the Corporation is authorized to issue is: One thousand (1,000).

FOURTH: Provisions for the regulation of the internal affairs of the Corporation are set forth in the By-Laws.

FIFTH: The street address of the initial registered office of the Corporation is: c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its registered agent at such address is CT Corporation System.

The number of directors constituting the initial round of directors of the Corporation is three, and the names and addressees of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>	98 J SECJ
Lee S. Hillman	8700 W. Bryn Mawr Avenue Chicago, IL 60631	
John W. Dwyer	8700 W. Bryn Mawr Avenue Chicago, IL 60631	ARY OF
Cary A. Gaan	8700 W. Bryn Mawr Avenue Chicago, IL 60631	PH 2:29

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SEVENTH: The name and address of each incorporator is:

Name Address

Kenton C. McMillen 8700 W. Bryn Mawr Avenue Chicago, IL 60631

EIGHTH: These articles of incorporation shall be effective immediately upon filing.

The undersigned has executed these Articles of Incorporation this 10th day of March, 1998.

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Acceptance by the registered agent as required in Section 607.0501(3)F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

CC D 6 2005 Asst. Sec.