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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Universal Health & Fitness Inc.

- ☐ Walk In
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☐ Certificate of Status

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☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

FILED
98 NOV -4 PM 2:31
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11-2-98

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Dmc
11-4-98

Ordered By: _____

Date: _____

ARTICLES OF INCORPORATION
OF
UNIVERSAL HEALTH & FITNESS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE

11-2-98

ARTICLE I

Name

The name of the corporation is UNIVERSAL HEALTH & FITNESS, INC.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 5349 Highway Avenue, Jacksonville, FL 32254.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5349 Highway Avenue, Jacksonville, FL 32254, and the name of the initial registered agent of this corporation at that address is William C. Eidson.

ARTICLE VII
Directors

(a) Number. This corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

William C. Eidson
5349 Highway Avenue
Jacksonville, FL 32254

Velvet W. Eidson
5349 Highway Avenue
Jacksonville, FL 32254

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

William C. Eidson
5349 Highway Avenue
Jacksonville, FL 32254

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

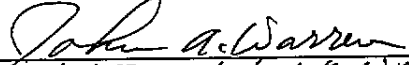
IN WITNESS WHEREOF, the incorporator has executed these Articles the 2 day of November, 1998.




William C. Eidson

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this ____ day of November, 1998, by WILLIAM C. EIDSON.



(Print Name JOHN A. WARREN)
NOTARY PUBLIC
State of Florida at Large
Commission #  MY COMMISSION # 0001420 EXPIRES
My Commission Expires: December 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known BY ME
or Produced I.D. SELF
[check one of the above]

Type of Identification Produced
SELF

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

UNIVERSAL HEALTH & FITNESS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA
HAS NAMED WILLIAM C. EIDSON, LOCATED AT 5349 HIGHWAY AVENUE,
JACKSONVILLE, FL 32254, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.



William C. Eidson

Dated: November 2, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



William C. Eidson

Dated: November 2, 1998