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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : PARCORP SERVICES, LTD.  
Account Number : I19990000011  
Phone : (727) 576-6764  
Fax Number : (727) 576-3863

SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**INFINITE FITNESS, INC.**

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION OF  
INFINITE FITNESS, INC.

**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is:  
"INFINITE FITNESS, INC."

**SECOND:** The street address of the initial principal office of the corporation shall be  
1200 SE 1ST, SUITE #12, FT. LAUDERDALE, FLORIDA 33301 and the mailing address of  
the corporation shall be the same.

**THIRD:** The corporation may engage or transact in any or all lawful activities or  
business permitted under the laws of the United States, the State of Florida or any other state,  
country, territory or nation.

**FOURTH:** The number of shares the corporation is authorized to issue is 1,000 shares  
of common stock having NO Par Value.

**FIFTH:** The street address of the initial registered office of the corporation is  
1200 SE 1ST, SUITE #12, FT. LAUDERDALE, FLORIDA 33301 and the name of its initial  
registered agent at such address is JOHN LAURIE.

**SIXTH:** This corporation is to exist perpetually.

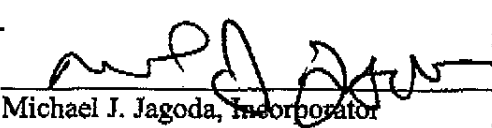
**SEVENTH:** The number of Directors constituting the initial Board of Directors of the  
Corporation is TWO (2), and the names and addresses of the persons who are to serve as  
Directors until the first annual meeting of the Shareholders or until their successors are elected  
and qualify are:

JOHN LAURIE, 1200 SE 1ST, SUITE #12, FT. LAUDERDALE, FLORIDA 33301  
DON WILLIAMS, 1639 VAN BUREN ST., HOLLYWOOD, FLORIDA 33021

**EIGHTH:** The name and street address of the incorporator to these Articles of  
Incorporation:

Michael J. Jagoda  
10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 25TH day of MAY, 1999.

  
Michael J. Jagoda, Incorporator

**Preparer Info:**

Parcorp Services, Ltd. / Michael J. Jagoda, Phone 727-576- 6764  
10460 Roosevelt Blvd., Suite 284, St. Petersburg, FL 33716

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**INFINITE FITNESS, INC.**

Acceptance by the Registered Agent as required in section 607.0501 (3)  
F.S.: JOHN LAURIE is familiar with and accepts the obligations provided  
for in Section 607.0505.

Dated: MAY 24TH, 1999

BY   
JOHN LAURIE

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TALLAHASSEE, FLORIDA

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