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FLORIDA PROFIT CORPORATION OR P.A.

The Ultimate Workout Group at North Carolina, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ULTIMATE WORKOUT GROUP AT NORTH CAROLINA, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

THE ULTIMATE WORKOUT GROUP AT NORTH CAROLINA, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Two Hundred (200) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

6601 NW 14th Street, #2
Plantation, Florida 33313

Prepared by: Richard J. Simeone, Esq.
Bar No. 109460
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Uma D. Basso
6601 NW 14th Street, #2
Plantation, Florida 33313

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

William D. Green
6601 NW 14th Street, #2
Plantation, Florida 33313

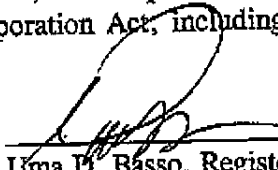
**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 22 day of June, 1999.


William D. Green, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Uma D. Basso, Registered Agent

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