

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY FILING FEES.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I The name of the corporation:
Fitness Plus Inc.
- Article II The duration of the corporation is "perpetual" unless otherwise stated.
- Article III The corporation has been organized for the following purpose(s):
The nature of the business or purposes to be conducted or promoted is to engage in lawful act or activity for which corporations may be organized under Corp. Law of Alabama
- Article IV The number of shares which the corporation shall have the authority to issue is 1000.
- Article V The street address (NO PO BOX) of the registered office: 12240 HWY 280
Sterrett, AL 35147 and the name of the registered agent at that office: BARBARA A McCallers
- Article VI The name(s) and address(es) of the Director(s):
Mamie C. Lunsford 1000 Fox Creek Dr. Emelle AL
April M. Lunsford 220 Hwy 101 Sterrett, AL
BARBARA A McCallers 220 Hwy 101 Sterrett, AL
- Article VII The name(s) and address(es) of the Incorporator(s):
BARBARA A McCallers 220 Hwy 101 Sterrett, AL
April M Lunsford 220 Hwy 101 Sterrett, AL

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation

on this the 2 day of November, 20004.

Printed Name and Business Address of Person Preparing this Document:

BARBARA A McCallers
220 Hwy 101
Sterrett, AL

BARBARA A McCallers
Type or Print Name of Incorporator

Barbara A McCallers
Signature of Incorporator

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Fitness Plus Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Barbara A McCullers, 220 Hwy 101, Sterrett, AL 35147 for a period of one hundred twenty days beginning October 26, 2004 and expiring February 24, 2005.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 26, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State