

**ARTICLES OF INCORPORATION
OF
SWM Fitness, Inc.**

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the Corporation hereby being formed under the Alabama Business Corporation Act, does hereby certify that:

Article 1. The name of the Corporation is:

SWM Fitness, Inc.

Article 2. The Corporation is formed for the following purposes:

The purpose or purposes for which the corporation is organized are for the transaction of any and all lawful business for which the corporation may be incorporated under the Alabama Business Corporation Act.

To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any state, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Alabama is 4937 Eagle Crest Road; Birmingham, AL 35242, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Sheri Mason.

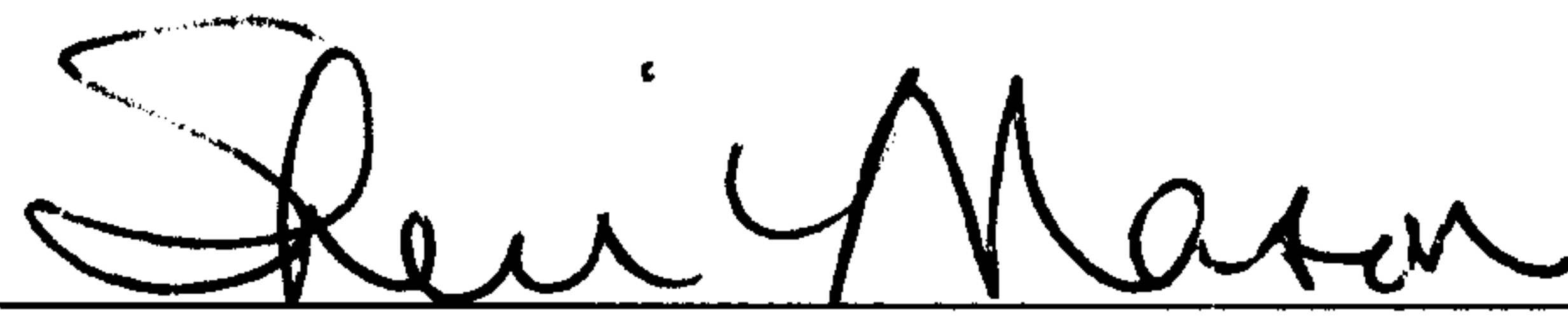
Article 4. The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares, One Dollar (\$1.00) par value, all of which shall be of the same class and all of which are designated as common stock.

Article 5. The number of directors constituting the initial Board of Directors of the Corporation is one. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholders. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: Sheri Mason having an address at 4937 Eagle Crest Road; Birmingham, AL 35242.

Article 6. The name of the incorporator is Sheri Mason and the mailing address of the incorporator is 4937 Eagle Crest Road; Birmingham, AL 35242.

Article 7. The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the _____ day of _____, 2006.



Sheri Mason
Incorporator

Sworn to and subscribed before me this 3 day of January, 2007.



Notary Public My Commission Expires: 10/21/07

This document prepared by:

Small Business Accounting Services, Inc.
5865 Old Leeds Road, Suite A
Birmingham, Alabama 35210
(205)956-1836 Fax (205)951-3819

Nancy L. Worley
Secretary of State

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

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Shelby Cnty Judge of Probate, AL
01/03/2007 11:30:23AM FILED/CERT

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:

SWM Fitness, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Pamela Agricola, 5865 Old Leeds Rd Ste A, Irondale, AL 35210 for a period of one hundred twenty days beginning December 5, 2006 and expiring April 5, 2007.



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.

December 5, 2006

Date

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

Nancy L. Worley

Secretary of State