

STATE OF ALABAMA

Any provision, 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 incorporators executed these Articles of Incorporation on this, the Twenty-four day of November, 2014.

FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION

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 shall be: **Pelham Fit 24, Inc.**

ARTICLE II

The duration of the corporation is perpetual

ARTICLE III

The corporation has been organized for the following purpose(s):

- A) **To own and manage Fitness Centers; and,**
- B) **Any other lawful purpose or purposes.**

ARTICLE IV

The corporation shall have the authority to issue 1,000 voting shares of common stock having a par value of one tenth of one dollar (\$.10) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meetings of the stockholder.

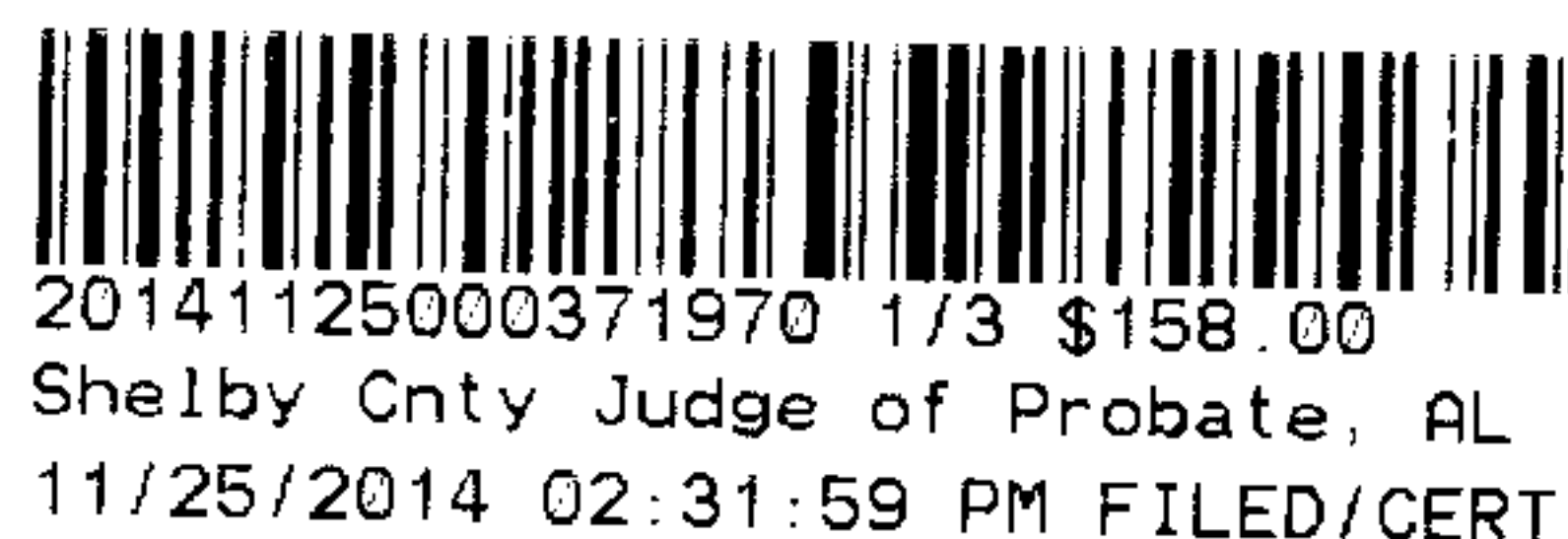
ARTICLE V

The location and street address of the initial registered office shall be:

**123 First Street North
Alabaster, Alabama 35007**

The name of the registered agent at the initial registered office shall be:

John M. Aaron



ARTICLE VI

The Director of the Corporation are:

Keith Davis
123 First Street
Alabaster, Alabama 35007

ARTICLE VII

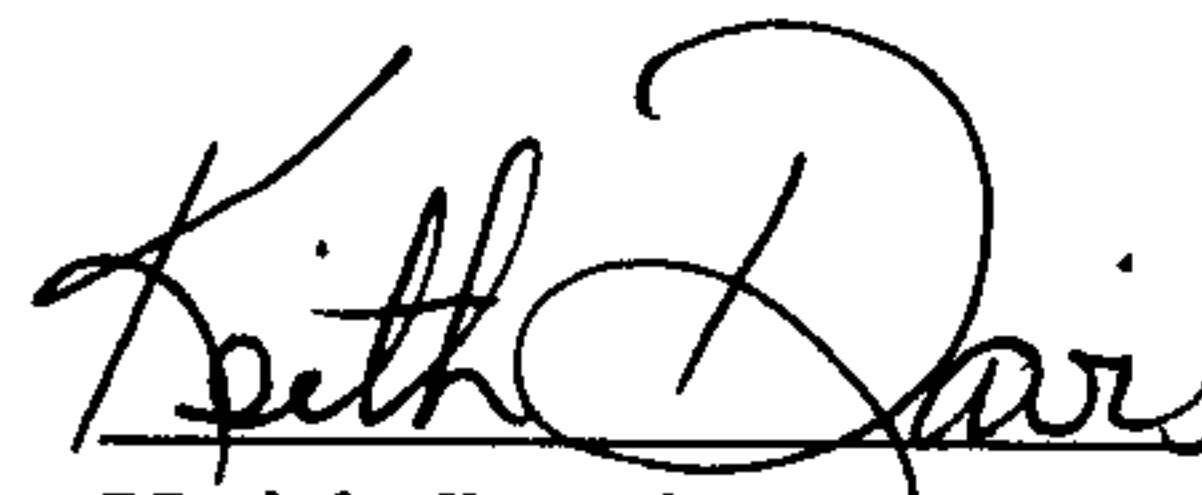
The Incorporators are:

Keith Davis
123 First Street
Alabaster, Alabama 35007

ARTICLE VIII

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned Incorporators executed these Articles of Incorporation on this, the Twenty-four day of November, 2014.



Keith Davis



20141125000371970 2/3 \$158.00
Shelby Cnty Judge of Probate, AL
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Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Pelham Fit 24, Inc

This name reservation is for the exclusive use of John Aaron, 123 First Street
North, Alabaster, AL 35007 for a period of one year beginning November 25,
2014 and expiring November 25, 2015

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Shelby Cnty Judge of Probate, AL
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**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.**

November 25, 2014

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State