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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Freedom Fitness RI, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 1,000

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 469 CENTERVILLE ROAD, SUITE 203
(Street Address, not P.O. Box)

WARWICK, RI 02886 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is John A. Parmelee, CPA
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

Par value shall be \$1.00 per share.

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Addendum A attached hereto and made a part hereof.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

7. The name and address of each incorporator is:

Name

Address

Derek J. Allamby

7 Foster Farm Drive, Wyoming, RI 02898

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing.

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

herein are true and correct.

Neil Allan

Signature of each Incorporator

Addendum A

Freedom Fitness RI, Inc.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation:

A) The Corporation elects to have preemptive rights as set forth in §7-1.2-613 of the General Laws, as amended.

B) In the event that any stockholder, or the representative heirs, administrators, executors, successors or assigns of any stockholder or any person or persons to whom title of any stockholder in stock of this Corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock in this Corporation, he shall, before offering the same to any person, give notice in writing to the Corporation of his desire to sell the same to the Corporation at the lowest price at which he is willing to sell said stock. If, within twenty (20) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer or some other officer designated by the Board of Directors shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the Corporation, the election by the Corporation to purchase said stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the Corporation of the shares sold. If such notice of election to purchase shall not be given within the twenty (20) days set forth above, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the Corporation.

C) All other provisions for the regulation of the internal affairs of the corporation shall be contained in the Corporation's by-laws.