



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Ocean State Health and Fitness, Inc.

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

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	100.00

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:

NO SHAREHOLDER OF THIS CORPORATION, EITHER DIRECTLY OR BY ANY SUCCESSOR INTEREST, SHALL SELL OR OTHERWISE TRANSFER FOR VALUABLE CONSIDERATION ALL OR ANY PART OF HIS/HER SHARES OF STOCK TO ANY PERSON NOT THEN HOLDING STOCK OF THIS CORPORATION, UNTIL SUCH SHARES FIRST SHALL HAVE BEEN OFFERED FOR SALE TO THIS CORPORATION BY WRITTEN INSTRUMENT ADDRESSED AND DELIVERED TO THE OFFICERS OF THE CORPORATION. SUCH OFFER SHALL BE MADE AT A PRICE NOT GREATER THAN, AND ON TERMS EQUIVALENT TO, THAT MADE THE OFFEROR BY A BONA FIDE BIDDER FOR SUCH SHARES. UPON SUCH OFFER FOR SALE, THOSE TO WHOM THE OFFER HAS BEEN MADE MAY, NOT LATER THAN 90 DAYS AFTER THE MAKING OF SUCH OFFER, ACCEPT IT BY DELIVERY TO THE OFFEROR OF AN EXECUTED INSTRUMENT. FAILURE TO EXECUTE AND DELIVER SUCH INSTRUMENT WITHIN THE 90 DAY PERIOD SHALL CONSTITUTE A REJECTION OF THE OFFER BY THE CORPORATION AND THE OFFEROR SHALL BE FREE TO DISPOSE, AS HE/SHE SHALL SEE FIT, OF THOSE SHARES WHICH THE CORPORATION HAS NOT AGREED TO PURCHASE.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 80 WALNUT DRIVE
City or Town: EAST GREENWICH State: RI Zip: 02818

The name of its initial registered agent at such address is DEBBIE CHENNISI

ARTICLE IV

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.

ARTICLE V

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

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	DIANA E PEARSON ESQ,	1050 MAIN STREET EAST GREENWICH, RI 02818 USA

ARTICLE VII

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.

Later Effective Date: 04/04/2011

Signed this 4 Day of April, 2011 at 11:55:27 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

DIANA E PEARSON ESQ.

Form No. 100
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

