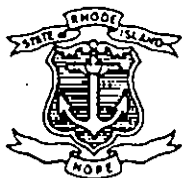


Filing Fee: \$150.00

ID Number: 106562



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
MAY 19 2 51 PM '99

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is NORTHEAST SPORTS TRAINING, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) PERPETUAL

3. The specific purpose or purposes for which the corporation is organized are:

PERSONAL TRAINING AND CONDITIONING FOR ATHELETES.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 3,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

Shares are without par value

or

(b) If more than one class: Total number of shares N/A (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

STOCK MUST FIRST OFFER SHARES TO CORPORATION BEFORE SELLING SHARES TO ANYONE OUTSIDE THE CORPORATION.

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BY JB #9
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

THE CORPORATION SHALL BE GOVERNED BY ITS BYLAWS.

7. The address of the initial registered office of the corporation is ONE DAVOL SQUARE, SUITE 100

(Street)

PROVIDENCE, RI 02903

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

RICHARD A. CICCONE

8. The number of directors constituting the initial board of directors of the corporation is -0- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title

Name

Address

PRESIDENT MARK D. STEPHENSON

ONE DAVOL SQUARE, SUITE 100

PROVIDENCE, RI 02903

9. The name and address of each incorporator is:

Name

Address

ANNE M. CICCONE

135 ADIRONDACK DRIVE, EAST GREENWICH RI 02818

10. Date when corporate existence to begin: 5/18/99

(not more than 30 days after filing of these articles of incorporation)

Dated 5/18, 19 99

Anne M. Ciccone
ANNE M. CICCONE

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE, on this 18TH day of MAY, 19 99, personally appeared before me ANNE M. CICCONE

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]
Notary Public

My Commission Expires: 9-15-01