

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

70768

BUSINESS CORPORATION

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:

FIRST. The name of the corporation is KBS Health & Fitness, Inc.

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

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

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

To operate a health and fitness facility or facilities and generally to acquire and sell such businesses and to do and perform all the incidental services that appertain to same and to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the corporation or to in any way enhance the value of the corporation and also to perform any and all other lawful business.

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

(a) *If only one class:* Total number of shares ... 1000

(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.)

all shares no par value

or

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

(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 title 7 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.)

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

Shareholder's pre-emptive rights.

Shareholders shall have a pre-emptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares. There shall be no exceptions to this pre-emptive right. This provision shall not be amended unless such amendment is approved by the consent of the holders of fifty one percent (51%) of the outstanding common shares of the corporation. Provided, however, that except for the first issuance of shares at the first meeting of the Board of Directors, the corporation shall not issue or authorize the issuance of unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares unless such action is approved by the holders of fifty one percent (51%) of the outstanding common shares of the corporation.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Provision 1. Cumulative Voting.

At all elections of Directors of this corporation, each common stockholder (whether in person or by proxy) shall be entitled to as many votes as shall equal the number of votes which (except for this Provision as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his common shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he sees fit. This right, when exercised, shall be termed cumulative voting. This provision shall not be amended unless such amendment is unanimously approved by the holdrees of fifty-one percent (51%) of the outstanding common shares of the corporation.

Provision 2. Amending the Articles of Incorporation.

No provision of the articles of incorporation or any amended articles of incorporation shall be amended or deleted or added to the articles of incorporation unless approved by the holders of fifty-one (51%) percent of the outstanding common shares of the corporation.

Provision 3. Close Corporation.

This corporation shall be a close corporation.

SEVENTH. The address of the initial registered office of the corporation is

14 Glendale Ave., Tiverton, RI 02878 (add Zip Code)

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

Brian Dupere

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
Brian Dupere (Pres., V. Pres., Sec. Sec. & Tresurer)	14 Glendale Drive, Tiverton, RI 02878

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Brian Dupere	14 glendale Drive, Tiverton, RI 02878

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon filing of articles of incorporation with Secretary of State

Dated January 5, 1993

Brian Dupere
Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Newport } In the Town } of Portsmouth
in said county this 5th day of January, A.D. 1993
then personally appeared before me Brian Dupere

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.

Barbara C. Sullivan
Notary Public

92735
JAN 06 11 21 AM '93
Rec'd & Filed
JAN 06 1993