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**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**

**ARTICLES OF INCORPORATION**

(To Be Filed In Duplicate Original)

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 Perfectly Fit Corporate Services, Inc. <sup>3rd</sup>

(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:  
To operate and/or manage a corporate fitness and wellness  
facility and to engage in any other lawful business in which a  
corporation may be engaged in the State of Rhode Island.

4. 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.):

No Par Value

(b) If more than one class: Total number of shares or (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, 1956, as amended, 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:

None

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STATE OF RHODE ISLAND

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

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7. The address of the initial registered office of the corporation is 5805 Post Road, Suite 2  
East Greenwich, RI 02818 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Sean P. Carey  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is N/A 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.)

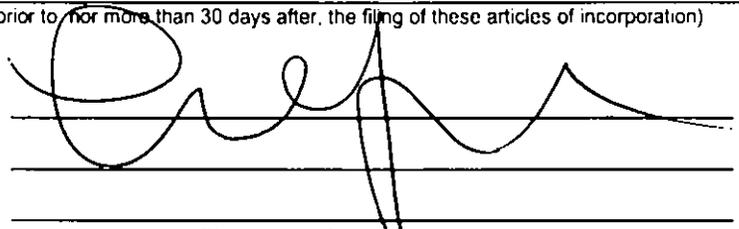
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Pres.</u>	<u>Sean P. Carey</u>	<u>19 Hornbeam Rd., Coventry, RI 02816</u>
<u>Treas.</u>	<u>Sean P. Carey</u>	<u>19 Hornbeam Rd., Coventry, RI 02816</u>
<u>Sec'y</u>	<u>Sean P. Carey</u>	<u>19 Hornbeam Rd., Coventry, RI 02816</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Lisa A. Geremia, Esquire</u>	<u>99 Wayland Ave., Providence, RI 02906</u>

10. Date when corporate existence is to begin January 1, 2003.  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

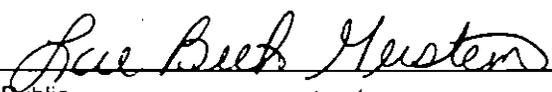
Date: December 5, 2002



Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 5<sup>th</sup> day of December, 2002, personally appeared before me Lisa A. Geremia, Esquire, 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.

  
Notary Public  
My Commission Expires: 2/9/04