

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. # 91573

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 JOY 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, conduct, manage and maintain a health and fitness club and to provide all of the incidental services that appertain thereto; and for any other lawful purpose or purposes.

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

(a) *If only one class:* Total number of shares . . . 600 Without par value

(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.)

(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:

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

SEVENTH. The address of the initial registered office of the corporation is 603 Pawtucket Avenue, Pawtucket, RI 02860 (add Zip Code) and the name of its initial registered agent at such address is: Barry H. Field

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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>
Barry H. Field (President)	4 Longfellow Place, Suite 3703, Boston, MA 02114
Alan R. Field (Treasurer)	100 Elena St., Apt. 414, Cranston, RI 02920
Michael J. Field (Secretary)	75 Stubtoe Drive, Warwick, RI 02886

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Barry H. Field	4 Longfellow Place, Suite 3703, Boston, MA 02114
Alan R. Field	100 Elena St., Apt. 414, Cranston, RI 02920
Michael J. Field	75 Stubtoe Drive, Warwick, RI 02886

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.

Dated October 19, 1994

Barry H. Field
Alan R. Field
Michael J. Field
Signature of each incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} In the City
TOWN }

of Pawtucket

in said county this 19th day of October, A.D. 1994

then personally appeared before me Barry H. Field, Alan R. Field and Michael J. Field,

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.

Henry H. Katz
Notary Public