KENTUCKY SECRETARY OF STATE P.O.BOX 718 FRANKFORT, KY 40602

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Certificate of Dissolution

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

IMPORTANT NOTICE

SHAPE-UP FITNESS CENTER, INC.

did not file its 2008 annual report within sixty days after it was due. Accordingly, the Secretary of State administratively dissolved the company on November 1, 2008.

SHAPE-UP FITNESS CENTER, INC. 3376 MAIN ST. STAMPING GROUND KY 40379



Trey Grayson Secretary of State