

2650015

FILED
in the office of the Secretary of State
of the State of California

APR 29 2004

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
CROSSFIT, INC.**

ARTICLE I

The corporation name is CrossFit, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The name and complete address in the State of California of the Corporation's initial agent for service of process is:

Greg Glassman
4135 Gladys Ave.
Santa Cruz, CA 95062-4507

ARTICLE IV

The Corporation is authorized to issue only one class of shares, which shall be designated Common Shares. The total number of Common Shares that the Corporation is authorized to issue is one hundred thousand (100,000) shares.

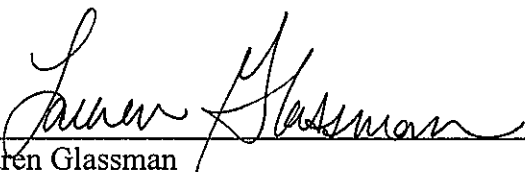
ARTICLE V

(a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The Corporation is authorized to indemnify the "Agents" (as defined in Section 317 of the California Corporations Code) of the Corporation to the fullest extent permissible under California law through bylaw provisions, agreements with agents,

votes of shareholders or disinterested directors, or otherwise, and in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders.

(c) Any repeal or amendment of this Article V shall not adversely affect any right of or protection afforded any agent of the Corporation in effect at the time of the repeal or amendment.



Lauren Glassman
Incorporator

Dated: April 27, 2004