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OFFICE OF  
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DAYTON BEACH, FLORIDA 32430

Jeff Tomberg  
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Member of Florida  
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January, 1996

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of Counsel  
Joseph Tomberg

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-01/23/96-01020--008  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

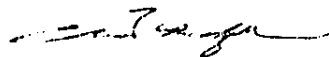
Re: MLEAC, INC.

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for MLEAC, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

  
JEFF TOMBERG

JeT/ah

SN JAN 25 1996

RECEIVED  
03 JUL 22 AM 9:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

MLEAC, INC.

FILED  
06 JUN 22 AM 9:00  
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is MLEAC, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of health fitness and physical therapy, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of

fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1300 Escorial Place, Palm Beach Gardens, Florida 33410. The name of the initial registered agent of this corporation at that address is MARY LYNN ENGROFF.

Article VIII -- Principal Place of Business

The initial principal place of business is 1300 Escorial Place, Palm Beach Gardens, Florida 33410. The mailing address is 1300 Escorial Place, Palm Beach Gardens, Florida 33410.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial directors of this corporation are as follows:

MARY LYNN ENGROFF  
1300 Escorial Place  
Palm Beach Gardens, Florida 33410

ANNAH CAROTHERS  
3100 Ciralda Circle #201  
Palm Beach Gardens, Florida 33410

Article X -- Incorporator

The name and address of the person signing these articles is:

MARY LYNN ENGROFF  
1300 Escorial Place  
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of January, 1996.

Mary Lynn Engroff I.S.  
MARY LYNN ENGROFF

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared **MARY LYNN ENGROFF**, who,

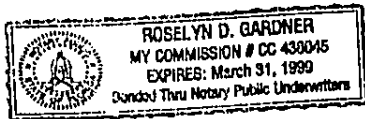
       is personally known to me

produced Driver License as identification

who after being duly sworn, on oath deposes and says that she has read the foregoing, and the facts contained therein are true to the best of her knowledge.

SWORN TO and subscribed before me this 10/13 day of January, 1996.

Roselyn D. Gardner  
NOTARY PUBLIC, State of Florida  
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to F.S. 48.091.

MLEAC, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1300 Escorial Place, Palm Beach Gardens, Florida 33410, has named MARY LYNN ENGROFF, located at 1300 Escorial Place, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Mary Lynn Engroff  
MARY LYNN ENGROFF

LS

FILED  
05 JUN 22 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA