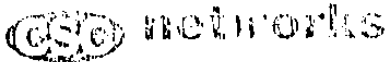


150 HAYS STREET
TALLAHASSEE, FL 32304
904 222-9100
904 222-9101 FAX

Doc # 442408

P91000073545



ACCOUNT NO. : 072100000032
REFERENCE : 075298 82866A
AUTHORIZATION : Patricia Pizick
COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 075298

CUSTOMER NO: 82866A

800001989758

CUSTOMER: Ronald L. Clark, Esq
CLARK & CAMPBELL, P.A.

Post Office Box 6559
4740 Cleveland Heights Blvd.
Lakeland, FL 33813

DOMESTIC FILING

NAME: AQUA JIM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap
EXAMINER'S INITIALS:

FILED
STATE
CORPORATIONS
95 SEP -5 PM 1:07

RECEIVED
DIVISION OF CORPORATIONS
95 SEP -5 AM 10:58
9/5/96

ARTICLES OF INCORPORATION
OF
AQUA JIM, INC.

FILED
SECRETARY OF STATE
CORPORATION DIVISION
96 SEP -5 PM 1:07

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

AQUA JIM, INC.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of developing and operating health clubs, real estate and other related businesses, and to engage in every aspect and phase of any other business. This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any

of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of

indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the

foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$10.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the state of Florida is 1525 South Florida Avenue, Lakeland, Florida 33803, and the name of the corporation's initial registered agent at that address is W. James Kelly. The principal office of the Corporation is 1525 South Florida Avenue, Lakeland, Florida 33803. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director as director and as officer, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or

employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
W. JAMES KELLY	1525 South Florida Avenue Lakeland, Florida 33803
JAMES L. GOSE	2911 Northeast Lakeview Drive Sebring, Florida 33870

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. INCORPORATOR

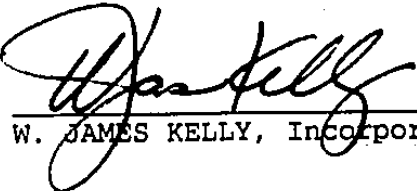
The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
W. JAMES KELLY	1525 South Florida Avenue Lakeland, Florida 33803

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.



W. JAMES KELLY, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared W. JAMES KELLY, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 4th day of September, 1996.



Michelle L. Kaye
MY COMMISSION # CC560454 EXPIRES
May 10, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

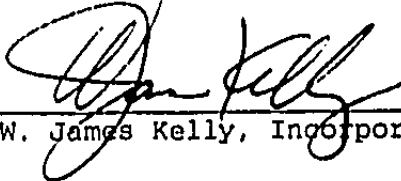
Michelle L. Kaye
Notary Public
My Commission Expires: 5-10-2000
My Commission Number: CC560454-

Michelle L. Kaye
(Name of Notary typed, printed
or stamped)

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

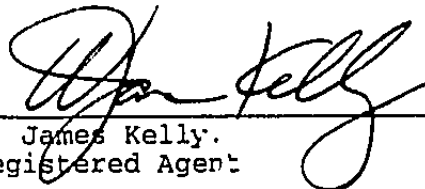
That AQUA JIM, INC., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the city of Lakeland, County of Polk, state of Florida, has named, W. James Kelly, located in Lakeland, Polk County, Florida, as its agent to accept service of process within this state.


W. James Kelly, Incorporator

FILED STATE
SECRETARY OF CORPORATIONS
93 SEP -5 PM 1:07

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0501.


W. James Kelly.
Registered Agent