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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Polo Health + Fitness 500002716145--9  
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

P. Hall

DEC 18 1998  
4

**ARTICLES OF INCORPORATION**  
**OF**  
**POLO HEALTH & FITNESS, INC.**

**FILED**  
98 DEC 18 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

**I.**

The name of the corporation shall be:

**POLO HEALTH & FITNESS, INC.**

**II.**

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**III.**

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

**IV.**

The corporation's principal office shall be:

3438 E. Silver Springs Blvd.  
Ocala, FL 34470

The corporation's registered office shall be:

2501 SE 58 Avenue  
Ocala, FL 34471

and the name of its initial Registered Agent at such address shall be:

**CHRIS M. SPEARS**

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.


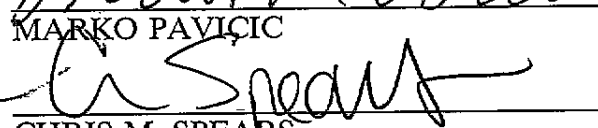
VI.

The name and address of the incorporators are:

**MARKO PAVICIC**  
2977 SW 137 Lane  
Ocala, FL 34473

**CHRIS M. SPEARS**  
2501 SE 58 Avenue  
Ocala, FL 34471

IN WITNESS WHEREOF, the incorporators have caused this instrument to be executed this 14 day of December, 1998.

  
\_\_\_\_\_  
MARKO PAVICIC  
  
\_\_\_\_\_  
CHRIS M. SPEARS

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared MARKO PAVICIC and CHRIS M. SPEARS, who is/are personally known to me or produced N/A \_\_\_\_\_ as identification who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

WITNESS my hand and official seal at Marion County, Florida this 14 day of  
December, 1998.



H. Randolph Klein  
MY COMMISSION # CC627668 EXPIRES  
June 12, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public  
My commission expires:

Having been named Registered Agent of POLO HEALTH & FITNESS, INC., I  
hereby accept said office and agree to comply with the provisions of Chapter 607, Florida  
Statutes as same pertain to the office of Registered Agent.

  
CHRIS M. SPEARS  
Registered Agent

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