

DEVINE, MILLIMET & BRANCH
PROFESSIONAL ASSOCIATION • ATTORNEYS AT LAW

999000031689

April 1, 1999

12 Essex Street
P.O. Box 39
Andover, MA 01810

Tel: 978-475-9100
781-942-0932
Fax: 978-470-0618

Manchester, NH
North Hampton, NH

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/02/99-01045-001
*****78.75

Dear Sir or Madam:

Enclosed please find two (2) originally executed Articles of Incorporation to be filed on behalf of National Fitness Clubs of Florida III, Inc. a proposed Florida corporation. Kindly file these documents in your usual manner, and return a date stamped copy to this office to indicate your receipt. For your convenience, I have enclosed a self-addressed stamped envelope, along with a copy of the document in which to return. In addition, enclosed please find a check made payable to the State of Florida in the amount of \$78.75 to cover the necessary filing fee.

Upon filing, kindly provide the undersigned with the State of Florida Registration Number, as issued to National Fitness Clubs of Florida III, Inc.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Respectfully yours,

Michael E. Kushnir
Michael E. Kushnir

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99 APR -2 AM 9:27
TALLAHASSEE, FLORIDA

MEK/cf
Enclosures
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S.D.
4/1/99

- Joseph A. Millimet
Retired
- J.M. McDonough, III
- *Richard G. Asoan
- Paul C. Remus
- Andrew D. Dunn
- *Mark E. Tully
- David H. Barnes
- George R. Moore
- *Susan V. Duprey
- Donald E. Gardner
- Daniel J. Callaghan
- *Frederick J. Coolbroth
- *Steven Cohen
- *Aaron A. Gilman
- Robert C. Dewhirst
- *Richard E. Mills
- Newton H. Kershaw, Jr.
- *Karen S. McGinley
- Donald A. Burns
- Steven E. Grill
- Ovile M. Lamontagne
- Thomas Quarles, Jr.
- Paul L. Sulafu
- Mark T. Broth
- Debra Weiss Ford
- *Nicholas Forgnone
- Eric G. Falkenham
- *Robert W. Lavore
- Nelson A. Raust
- Charles T. Giacopelli
- Camille Holton Di Croce
- *Mark J. Sampson
- *Jon B. Sparkman
- Anu R. Mullikin
- Ronald D. Ciotti
- Diane Murphy Quinlan
- *Melinda S. Gehris
- Alexander J. Walker, Jr.
- David S. Phillips
- Cindy Robertson
- *Patrick G. Sullivan
- Margaret A. O'Brien
- *Michael Dana Rosen
- *Dyana J. Crahan
- *Patrick C. McHugh
- *John P. Sherman
- David P. Eby
- Scott W. Ellison
- Eric D. Gifford
- Jennifer Shea Moeckel
- Charles R. Powell, III
- *Kathleen A. Duggan
- *Michael E. Kushnir
- *Kevin G. Collimore
- *Kathleen L. Bodmer
- *John E. Friberg, Jr.
- *Daniel E. Will
- Donna M. Head
- Kristin Kohler
- *Christopher J. Paulin
- *Joelle G. Collins
- *Matthew R. Johnson
- *Patricia M. McGrath
- Paul R. Kioury, Jr.
- Giuseppe E. Bellavita

William J. Murphy
Of Counsel

*Admitted in Massachusetts.

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

NATIONAL FITNESS CLUBS OF FLORIDA III, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: National Fitness Clubs of Florida III, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is: 8540 Dayton Avenue, Fort Myers, Florida 33907.

THIRD: The number of shares the corporation is authorized to issue is: One Thousand common shares at no par value.

FOURTH: Provisions granting preemptive rights are: none.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are:

See attached continuation sheet 5A and 5B.

SIXTH: The street address of the initial registered office of the corporation is: 8540 Dayton Avenue, Fort Myers, Florida 33907 and the name of its registered agent at such address is: National Fitness Clubs of Florida II, Inc.

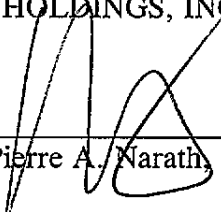
SEVENTH: The name and address of each incorporator is:

PAN Holdings, Inc.
1538 Turnpike Street
North Andover, MA 01845

The undersigned has executed these Articles of Incorporation

This 1st day of April 1999.

PAN HOLDINGS, INC.

By: 
Pierre A. Narath, President

CONTINUATION SHEET 5A
Provisions as to Intercompany Dealings

The Corporation may enter into contracts or transact business with one or more of its directors, officers, or stockholders or with any corporation, organization or other concern in which any one or more of its directors, officers or stockholders are directors, officers, shareholders or otherwise interested and other contracts or transactions in which any one or more of its directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) any such director may vote or act thereat with like force and effect as if he or she had no such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof), shall be disclosed or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interests, unless the interest is detrimental to the Corporation. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

The Corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

CONTINUATION SHEET 5B
Indemnification of Officers and Directors

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers (including persons who serve at its request as Directors, Officers, or Trustees of another organization, or who serve at its request in any capacity with respect to any employee benefit plan) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involved such indemnification, (a) by a majority of the disinterested Directors then in office; or (b) if there are no disinterested Directors then in office, by a majority of the Directors then in office, provided in either case that there has been obtained an opinion in writing of independent legal counsel appointed by a majority of such disinterested Directors or a majority of the Directors, as the case may be, to the effect that the indemnification of such Director or Officer is not prohibited by law; or (c) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or Officer. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Section shall affect any rights to indemnification to which corporate personnel other than Directors or Officers may be entitled by contract or otherwise by law.

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501
(3) F.S.: THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

NATIONAL FITNESS CLUBS OF
FLORIDA II, INC.

DATED: April 1, 1999

By: 

Pierre A. Narath, President

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99 APR -2 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 1, 1999

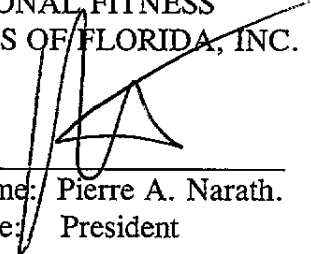
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

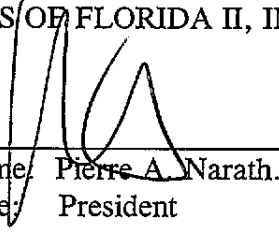
Pursuant to the provisions of the Business Corporation Law of the State of Florida, the undersigned hereby consent to the use of National Fitness Clubs of Florida III, Inc., as the name of a Florida corporation to be formed by PAN Holdings, Inc., as incorporator.

Very truly yours,

NATIONAL FITNESS
CLUBS OF FLORIDA, INC.

By: 
Name: Pierre A. Narath.
Title: President

NATIONAL FITNESS
CLUBS OF FLORIDA II, INC.

By: 
Name: Pierre A. Narath.
Title: President