

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: JAA Crank
Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

FLORIDA PROFIT CORPORATION OR P.A.

Gardens Fitness Center, Inc.

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ARTICLES OF INCORPORATION
OF
GARDENS FITNESS CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is Gardens Fitness Center, Inc. (the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Greenberg Traurig, P.A.
777 S. Flagler Drive
Suite 300-East Tower
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$0.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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Laurie L. Gildan, Esq.
777 S. Flagler Dr., #300-East Tower
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 510505

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Laurie L. Gildan, Esq.
777 S. Flagler Drive
Suite 300-East Tower
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Laurie L. Gildan, Esq.
777 S. Flagler Drive
Suite 300-East Tower
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

Pervis Patrick
100 Del Lago Circle, #106
Palm Beach Gardens, FL 33410

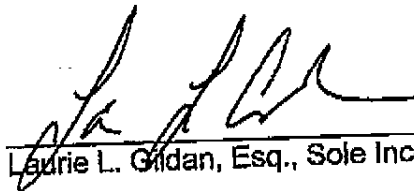
Michele Patrick
100 Del Lago Circle, #106
Palm Beach Gardens, FL 33410

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of July 1999.


Laurie L. Gidan, Esq., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

Dated this 12 day of July 1999.


Laurie L. Gidan, Esq., Registered Agent

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