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Tallahassee, FL 32301
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*****70.00 *****70.00

CORPORATION(S) NAME

PAN Sports, Inc.

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| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> After 4:30 | | <input checked="" type="checkbox"/> Pick Up |

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ARTICLES OF INCORPORATION

OF

PAN SPORTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: PAN Sports, 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: 1,000 Common at No Par.

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

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Pierre A. Narath 1538 Turnpike Street, North Andover, MA 01845

SIXTH: The name and address of each incorporator is:

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

SEVENTH: Any other provision required or permitted by law is: See Attached Continuation Sheets 7A and 7B

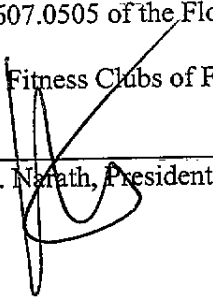
Incorporator
PAN Holdings, Inc.

By: 
Pierre A. Narath, President

Date: July 22, 1999

National Fitness Clubs of Florida III, Inc. is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

National Fitness Clubs of Florida III, Inc.

By: 
Pierre A. Narath, President

Date: July 22, 1999

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