A95000000302

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200 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (305) 832 0050
TELEFAX (305) 832 0350

WRITER'S DIRECT NO.

PLEASE REPLY TO
MIAMI OFFICE

February 27, 1995

VIA FEDERAL EXPRESS

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: PREMIER HEALTH & FITNESS, LTD.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of Premier Health & Fitness, Ltd.

Also enclosed is a check in the amount of $1,067.50, covering the following costs:

Filing Fee	$ 980.00
Certified Copy Fee	$ 52.50
Designation of Registered Agent Fee	$ 35.00

Please file the enclosed Certificate of Limited Partnership and return one certified copy to me in the enclosed self-addressed, stamped envelope.

Yours truly,

Kenneth I. Arvin, Esq.

/vh
encls

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PREMIER HEALTH & FITNESS, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

Premier Health & Fitness, Ltd.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Miami, FL 33131

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

Premier Enterprises USA, Inc.
477 Ocean Boulevard
Golden Beach, FL 33160

4. **MAILING ADDRESS.**

The mailing address and principal place of business address of the Limited Partnership is as follows:

Premier Health & Fitness, Ltd.
c/o Premier Enterprises USA, Inc.
477 Ocean Boulevard
Golden Beach, FL 33160

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is December 31, 2044.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 28 day of February, 1995.

Anthony DiCarlo, President,
Premier Enterprises USA, Inc.

ACCEPTANCE

Pursuant to Section 620.102 of the Florida Statutes, the undersigned accepts appointment as registered agent for Premier Health & Fitness, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 28 day of February, 1995.

Martin Nash, Vice President,
A Z Registered Agent Corporation

95 MAR -2 PM 2:29

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The undersigned General Partner of Premier Health & Fitness, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is $0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is $140,000.

Anthony DiCarlo, President,
Premier Enterprises USA, Inc.

STATE OF FLORIDA)
)**ss:**
COUNTY OF DADE)

The foregoing Certificate of Limited Partnership was acknowledged this 21st day of February, 1995, by Anthony DiCarlo, in his capacity as President of Premier Enterprises USA, Inc. who is personally known to me and who produced _____ as identification.

NOTARY PUBLIC, State of Florida, at Large (SEAL)
Name:
Commission Number
Commission Expires:

OFFICIAL NOTARY SEAL
DORO THY LUGO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC [illegible]
MY COMMISSION EXP. DEC. 15, 1997

a:\premier\cert.ltd

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 FEB -5 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT # A95000000302

PREMIER HEALTH & FITNESS, LTD.

Mailing Address:
% PREMIER HEALTH & FITNESS, LTD
477 OCEAN BOULEVARD
GOLDEN BEACH FL 33160

Principal Office Address:
% PREMIER HEALTH & FITNESS, LTD
477 OCEAN BOULEVARD
GOLDEN BEACH FL 33160

2. New Mailing Address if Applicable: [illegible]
Suite, Apt. # etc.: [illegible]
City, State & Zip: [illegible]

2a. New Principal Office Address if Applicable:
Suite, Apt. # etc.:
City, State & Zip:

3. Date Formed or Registered to Do Business in FLORIDA: 03/01/1995

3a. Date of Last Report:

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Rec. at: $140,000.00

5b. Amount of Capital Contributions in FLORIDA to date:

6. FEI Number: 65 0586017

7. CERTIFICATE OF STATUS DESIRED
Applied For
Not Applicable
$8.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee: $138.75 (pursuant to section 607.193 F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

A Z REGISTERED AGENT CORPORATION
2601 S. BAYSHORE DRIVE
MIAMI FL 33131

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. # etc.
City: FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner	11b. City, State & Zip Code	11c. Registration/Document Number
PREMIER ENTERPRISES USA, IN	477 OCEAN BOULEVARD	GOLDEN BEACH FL 33160	P95000010874

AR - $437.50
SF - $138.75
2/6/96

CR2E063 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a general partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE [signature] DATE 12/27/95

Typed or Printed Name of General Partner Signing Form: Michael J Scichilone Telephone Number: 305-935-8300

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