

Thymus

**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 21 day of February, 1995.



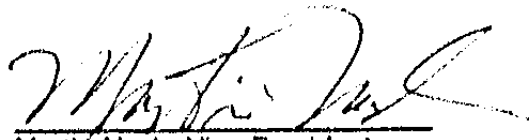
Anthony DiCarlo, President,
Premier Enterprises USA, Inc.

FILED
FEB 21 1995
MIAMI
FLORIDA
CLERK OF DISTRICT COURT

ACCEPTANCE

Pursuant to Section 020.192 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

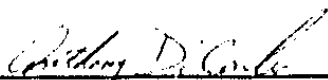
FILED
FEB 28 1995
09:20:30

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.

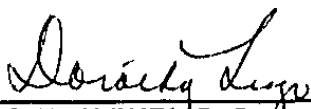


Anthony DiCarlo, President,
Premier Enterprises USA, Inc.

FILED
FEB 23 1995
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

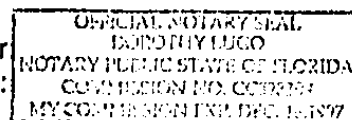
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Certificate of Limited Partnership was acknowledged this 28th 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 (SEAL)
of Florida, at Large

Name:
Commission Number:
Commission Expires:



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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



DEPARTMENT OF STATE
Tallahassee, Florida
Division of Corporations

66/1/3/5/5

96 FEB -5 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

In. DOCUMENT #
A95000000302

PREMIER HEALTH & FITNESS, LTD.

Principal Office 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

State, Apt. # etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

State, Apt. # etc.

City, State & Zip

3. Date of Filing of this Report

FLORIDA
03/01/1995

3a. Registered Agent

4. State of Incorporation

FL

5a. Capital Contributions as shown
on the 1st

\$140,000.00

5b. Amount of Capital Contributions as
shown on the 1st

6. Filing Fee

65.00 \$86.00

Applied Fee

Not Applicable

7. CERTIFICATE OF STATE TO GOOD FIDELITY

\$5.00 Additional Fee required
for a Certificate of Good Fidelity

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b blank with a minimum filing fee of \$52.50 and a maximum of \$137.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.101, F.S.)
THE AMOUNT DUE SHALL BE TWO (2) TIMES THAT \$138.75 (\$437.50) AND TWO TIMES THAT \$52.50 (\$105.00) + \$138.75.
If the amount entered in 5a is greater than amount entered in 5b, 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
2801 S. BAYSHORE DRIVE
MIAMI FL 33131

10. If changed, New Registered Agent's Name

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. # etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.1052, 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. This 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 620.1052, 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 (P.O. Box is Not Acceptable for Filing)	11b. City, State & Zip Code	11c. Registered Agent/Document Number
PREMIER ENTERPRISES USA, IN	477 OCEAN BOULEVARD	GOLDEN BEACH FL 33160	P95000010874
		AR - \$437.50 SF - \$138.75	
		2/6/96	

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

12. In hereby certify that the information provided with this filing is accurate, true and correct, and that the information supplied is true and correct. I am familiar with and accept the obligations of section 620.1052, Florida Statutes. This statement is submitted for the purpose of changing its registered office or registered agent, or both, in the State of Florida. This 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 620.1052, Florida Statutes.

SIGNATURE

Michael J. Scachilone
Michael J. Scachilone

Typed or Printed Name of General Partner Signing Form

Telephone Number

12/29/95
305-435-8300