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ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
SUITE 1050
MIAMI, FLORIDA 33131-2394
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November 5, 1997

[VIA UPS]



Schantz
Schatzman &
Aaronson, P.A.

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002339966--4
-11/06/97-01045-001
*****87.50 *****87.50

RE: Doral Fitness L.P., Ltd.

Gentlemen:

Enclosed herewith please find an original and one copy of a Certificate of Limited Partnership of Doral Fitness, L.P., Ltd. together with this firm's trust account check to your order in the sum of \$87.50.

Would you please be good enough to file the enclosed Certificate of Limited Partnership and return a copy to me indicating the filing thereof. A stamped, self-addressed envelope is enclosed for your convenience.

Thank you for your courtesy and cooperation.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.


IRVING SHIMOFF
Of Counsel

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97 NOV -6 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	11/7/97
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Enclosure	dcc
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W. P. Letter	DCC

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TC
\$100.00

CERTIFICATE OF LIMITED PARTNERSHIP

OF

DORAL FITNESS L.P., LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the Limited Partnership is "**DORAL FITNESS L.P., LTD.**"
2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Lawrence M. Schantz
200 South Biscayne Boulevard
Suite 1050
Miami, Florida 33131-2394

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TALLAHASSEE, FLORIDA

3. The name and business address of the sole General Partner is:

Doral Fitness, Inc.
200 South Biscayne Boulevard
Suite 1050
Miami, Florida 33131-2394

P97000094175

4. The mailing address for the limited partnership is:

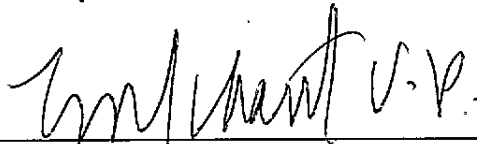
200 South Biscayne Boulevard
Suite 1050
Miami, Florida 33131-2394

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

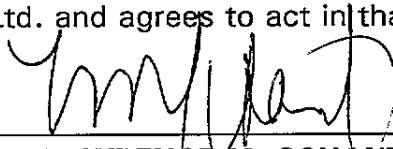
THE UNDERSIGNED General Partner has executed this Certificate of Limited Partnership this 5th day of November, 1997.

GENERAL PARTNER:
DORAL FITNESS, INC.
a Florida corporation

By:


LAWRENCE M. SCHANTZ, V.P.

THE UNDERSIGNED accepts the foregoing designation as the agent for service of process on Doral Fitness L.P., Ltd. and agrees to act in that capacity.


LAWRENCE M. SCHANTZ

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TALLAHASSEE, FLORIDA

NOTARY PUBLIC, State of Florida at Large
Commission Number: _____
My Commission Expires: 2/5/2011