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CLAYTON & TEAL, A.
ATTORNEYS AT LAW
114 WEST HIGH AVENUE
DELAND, FLORIDA 32734
181 SOUTH TOLSON AVENUE
ORANGE CITY, FLORIDA 32763

JAMES H. CLAYTON
MICHAEL S. TEAL
HOWARD & WARNER (1900-1992)

Orange City
July 2, 1996

DELAND (904) 738 3400
ORANGE CITY (904) 775 3210
DELAND FAX (904) 738 4300
ORANGE CITY FAX (904) 775 6600

QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

5000001884896
-07/05/96--01096--001
****131.25 ****131.25

Re: Florida Family Fitness Systems, Inc.

5000001884896
-07/05/96--01096--002
****200.00 ****200.00

Dear Sirs:

Enclosed is a transmittal letter and application for Certificate of Authority for the above foreign corporation. Further enclosed are two checks payable to your order as follows:

1. \$131.25 - registration fee and copy of Certificate Status and certified copy of Charter.
2. \$200.00 - Fee for Certificate of Authority.

The original Delaware corporation was Family Fitness Systems, Inc. and apparently was not properly registered by the initial shareholder and incorporator, Michael J. Naste. Mr. Naste also sold stock to Michael Taranto and his wife, Judy Taranto and they began managing the business without knowledge that it was not registered within the State of Florida. Immediately upon learning that they had been defrauded by Mr. Naste, they contacted the State of Delaware and amended the corporate name on April 25, 1996 and are now submitting their application for authority to transact business within the State of Florida.

Due to the fact that Mr. and Mrs. Taranto purchased their stock in good faith and were defrauded by Naste, and pursuant to Laws of Florida 96-212, please waive the \$1,000.00 penalty fee.

I hope to hear from you soon.

Very truly yours,

Michael S. Teal

Michael S. Teal

MST/nap

Enc.

W96-14098 2/8/9

FILED
96 AUG -9 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Florida Family Fitness Systems, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael S. Taranto
(Name of Person)

Florida Family Fitness Systems, Inc.
(Firm/Company)

2397 Enterprise Rd.
(Address)

Orange City FL 32763
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Michael S. Taranto
(Name of Person)

at (904) 775-1313
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

MICHAEL S. TEAL
CLAYTON & TEAL, P.A.
1512 S. VOLUSIA AVE
ORANGE CITY, FL 32763

SUBJECT: FLORIDA FAMILY FITNESS SYSTEMS, INC.
Ref. Number: W96000014098

We have received your document for FLORIDA FAMILY FITNESS SYSTEMS, INC. and your check(s) totaling \$331.25. However, the document has not been filed and is being retained in this office for the following:

Please be aware that s. 607.1503(2), F.S. requires a foreign corporation applying for a certificate of authority to submit a "certificate of good standing" as opposed to the "certified copy" that was submitted. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 396A00032930

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Florida Family Fitness Systems, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. State of Delaware
(State or country under the law of which it is incorporated)
3. 59-3294021
(FBI number, if applicable)
4. March 12, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2397 Enterprise Rd.
Orange City FL 32763
(Current mailing address)
8. Maintain physical fitness gymnasium
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)**
NOT
Name: Michael S. Taranto
Office Address: 2397 Enterprise Rd.
Orange City, Florida, 32763
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael S. Taranto
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Michael S. Taranto

Address: 620 Bernaseck Dr., DeBary, FL 32713

Vice Chairman: _____

Address: _____

Director: Judy Taranto

Address: 620 Bernaseck Dr., DeBary, FL 32713

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Michael S. Taranto

Address: 620 Bernaseck Dr.

DeBary FL 32713

Vice President: Thomas K. Velleff

Address: 2430 S. Spring Garden Ave, DeLand FL 32720

Secretary: Judy Taranto

Address: 620 Bernaseck Dr. DeBary FL 32713

Treasurer: Judy Taranto

Address: 620 Bernaseck Dr., DeBary FL 32713

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael S. Taranto, President

(Typed or printed name and capacity of person signing application)

96 AUG -9 /H 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA FAMILY FITNESS SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 1996.

FILED
96 AUG -9 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2328843 8300

960220063

AUTHENTICATION:

8051524

DATE:

08-01-96