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C. WILLIAM CURTIS, III
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January 19, 2000

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*****157.50 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Gracor Fitness Management, Inc. and Gracor Fitness Ponte Vedra, Inc.

To Whom It May Concern:

Enclosed is an original and one copy of the articles of incorporation and registered agent designation for Gracor Fitness Management, Inc. and Gracor Fitness Ponte Vedra, Inc., a check for \$157.50 to cover the fees for articles filing, certified copies of articles and registered agent designations. Please file both articles of incorporation as of January 24th, file stamp the copies of the articles and return the certified copies to me in the enclosed envelope as soon as possible.

Very truly yours,

Bill Curtis

C. William Curtis, III
Attorney at Law

CWC:rk
Enclosures

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FILED
00 JAN 20 PM 1:17
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-24-00

aj 1/26

**ARTICLES OF INCORPORATION
OF
GRACOR FITNESS MANAGEMENT, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is Gracor Fitness Management, Inc.

ARTICLE II

The existence of the corporation shall begin on January 24, 2000.

ARTICLE III

The street address of the principal office of the corporation is 1950 San Marco Boulevard, Suite 5, Jacksonville, Florida 32207

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), par value \$0.10 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

EFFECTIVE DATE

01-24-00

ARTICLE V

The initial street address of the corporation's registered office is 1930 San Marco Boulevard, Suite 202, Jacksonville, Florida, 32207. The initial registered agent for the corporation at that address is C. William Curtis, III, Esq.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Brett A. Chepenik	1859 San Marco Boulevard Jacksonville, Florida 32207

The undersigned has executed these articles of incorporation on January 19, 2000.



BRETT A. CHEPENIK, Incorporator

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes (1999), Gracor Fitness Management, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is Gracor Fitness Management, Inc.
2. The name and address of the registered agent and office are C. William Curtis, III, 1930 San Marco Boulevard, Suite 202, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, C. WILLIAM CURTIS, III, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. C. WILLIAM CURTIS, III, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND C. WILLIAM CURTIS, III, IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.

C. William Curtis, III

C. William Curtis, III

Date: January 19, 2000

JAN 19 2000
10:17 AM
1930 SAN MARCO BLVD
SUITE 202
JACKSONVILLE, FL 32207