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C. WILLIAM CURTIS, III  
ATTORNEY AT LAW

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January 19, 2000

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

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01-20-00-01122--001  
\*\*\*\*157.50 \*\*\*\*\*78.75

RECEIVED  
TALLAHASSEE  
01-20-00 PM 1:23

**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 24<sup>th</sup>, 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

EFFECTIVE DATE  
01-24-00

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*gyl 1/26*

**ARTICLES OF INCORPORATION  
OF  
GRACOR FITNESS PONTE VEDRA, INC.**

In compliance with the requirements of F.S. 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 Ponte Vedra, 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 hundred (100), par value \$0.00 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.

FILED  
JAN 20 PM 1:23  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**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 Ponte Vedra, 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 Ponte Vedra, 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  
C. William Curtis, III  
Date: January 19, 2000

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