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March 6, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL

Re: Filing Articles of Incorporation for New Tampa Health and Fitness Center, Inc.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation for New Tampa Health and Fitness Center, Inc. Also enclosed is our firm check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation and to provide to me a certified copy of the filed Articles of Incorporation.

Thank you for your attention to this matter. If you have any questions regarding the enclosed Articles of Incorporation, please call me at (813) 222-5069.

Sincerely,

Lawrence J. Bailin

Lawrence J. Bailin

Enclosure

FILED
00 MAR -9 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-10
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**ARTICLES OF INCORPORATION OF
NEW TAMPA HEALTH AND FITNESS CENTER, INC.**

FILED
00 MAR -9 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: New Tampa Health And Fitness Center, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is: c/o General Air Balance Company, 1705 Blindpond Avenue, Lutz, Florida 33549.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Lawrence J. Bailin, Esq., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws. The individual who is to serve as the initial member of the Board of Directors of the corporation are as follows:

Steven Trusty	c/o General Air Balance Company
	1705 Blindpond Avenue
	Lutz, Florida 33549.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Lawrence J. Bailin, Esq., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

6th IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this
day of March, 2000.

Lawrence J. Bailin

Lawrence J. Bailin, as
Incorporator

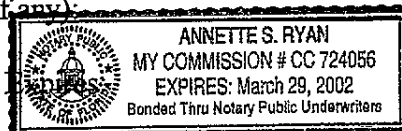
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 6th day of
March, 2000, by LAWRENCE J. BAILIN, who is personally known to me and
who did not take an oath.

Annette S. Ryan

Printed Name: Annette S. Ryan
Notary Public
Serial Number (if any):

My Commission



(NOTARY SEAL)

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties and am familiar with and accept
the obligations of Section 607.0505, Florida Statutes.

Lawrence J. Bailin

Lawrence J. Bailin, as
Registered Agent