

LAW OFFICES OF
CYNTHIA A. REED
ATTORNEY AND COUNSELOR AT LAW

NATIONSBANK BUILDING
2000 GLADES ROAD • SUITE 306
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 395-8549 • FACSIMILE (561) 392-1363

Member, Florida Bar

General Practice • Litigation

P00000031233

March 20, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

TRANSMITTAL LETTER

900003182129--2
-03/23/00--01114--009
*****87.50 *****87.50

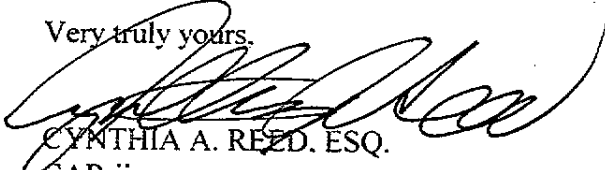
SUBJECT: **BOCA HEALTH AND FITNESS, INC.
INCORPORATION**

Enclosed are the original and two (2) copies of the Articles of Incorporation for the above-stated corporation and a check for \$87.50 for the filing fee, certified copy of the Articles and a certificate of incorporation.

FROM: CYNTHIA A. REED, ESQ.
Attorney for Incorporator, Maggie Schluter
2000 Glades Road, Suite 306
Boca Raton, Florida 33431
Telephone: 561-395-8549

Please return the certified copy of the Articles to the undersigned.

Very truly yours,


CYNTHIA A. REED, ESQ.

CAR:ijm

encl.: Articles of Incorporation. Check @ \$87.50

FILED
00 MAR 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson MAR 28 2000

BOCA HEALTH AND FITNESS, INC.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act., hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BOCA HEALTH AND FITNESS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
807 N. FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33432.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: MAGGIE SCHLUTER, 807 N. FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33432.

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
MAGGIE SCHLUTER, 807 N. FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33432.

The undersigned incorporator has executed these Articles of Incorporation this 20 day of MARCH, 2000.



MAGGIE SCHLUTER, Incorporator

FILED
00 MAR 23 PM 3:31
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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

FILED
00 MAR 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is BOCA HEALTH AND FITNESS, INC.
2. The name and address of the registered agent and office is:

MAGGIE SCHLUTER, 807 N. FEDERAL HIGHWAY, BOCA RATON, FL 33432

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maggie Schluter
MAGGIE SCHLUTER

03-20-00
Date