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February 28, 20001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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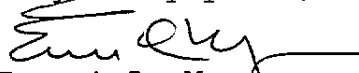
Re: Merger of **Lifestyle Family Fitness, Inc.** and **Lifestyle Family Fitness (Tyrone), Inc.**, both Florida corporations, into **Lifestyle Family Fitness II, Inc.**, a Florida corporation

Dear Recording Clerk:

Please find enclosed two originals of the Articles of Merger **Lifestyle Family Fitness, Inc.** and **Lifestyle Family Fitness (Tyrone), Inc.**, both Florida corporations merging into **Lifestyle Family Fitness II, Inc.**, a Florida corporation. Please also find enclosed a check made payable to the Florida Secretary of State for \$ 113.75 which represents the filing fee for the Articles of Merger (\$35.00 for each of the three parties) and the fee for a certified copy of the Articles of Merger (\$8.75).

Kindly send me the certified copy of the Articles of Merger for this merger transaction after they are filed. Please call me if you have any questions.

Very truly yours,


Ernest L. Mascara

FILED
01 MAR -2 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELM/jsp

Enclosures as noted

merger

S. PAYNE MAR 6 - 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIFESTYLE FAMILY FITNESS (TYRONE), INC., a Florida corp.,
P950000 69014

LIFESTYLE FAMILY FITNESS, INC., a Florida corp., F60862

INTO

LIFESTYLE FAMILY FITNESS II, INC., a Florida entity, P00000042746

File date: March 2, 2001

Corporate Specialist: Susan Payne

FILED

01 MAR -2 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN AND ARTICLES OF MERGER OF
LIFESTYLE FAMILY FITNESS, INC.
and LIFESTYLE FAMILY FITNESS (TYRONE), INC.,
all Florida corporations**

INTO

LIFESTYLE FAMILY FITNESS II, INC.
a Florida corporation

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations, namely **LIFESTYLE FAMILY FITNESS, INC.** and **LIFESTYLE FAMILY FITNESS (TYRONE), INC.**, both Florida corporation adopt the following Plan and Articles of Merger for the purpose of merging into **LIFESTYLE FAMILY FITNESS II, INC.**, a Florida corporation:

1. The following Plan of Merger was approved by the shareholders of Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc., both Florida corporations:

(a) Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc. shall be merged into Lifestyle Family Fitness II, Inc., which shall be the surviving corporation.

(b) There are no conditions to the merger except that the merger shall constitute a tax free merger under the applicable terms and provisions of the United States Internal Revenue Code.

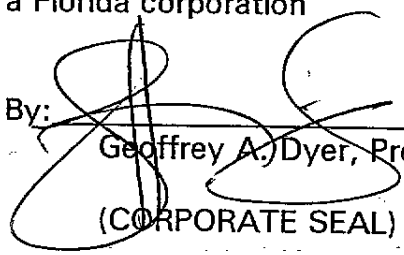
(c) The shareholders of Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc. shall receive shares of common stock of Lifestyle Family Fitness II, Inc. as consideration for said merger, which share ownership shall be in accordance with the allocation agreed to between said shareholders.

2. The date of adoption of the Plan of Merger by the shareholders of Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc. is January 1, 2001. The date of adoption of the Plan of Merger by the shareholders of Lifestyle Family Fitness II, Inc. was on January 1, 2001.

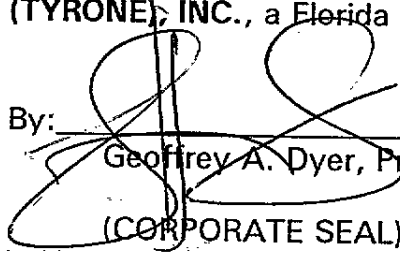
3. All of the shareholders of Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc. unanimously approved the Plan of Merger which shall be effective as of January 1, 2001.

IN WITNESS WHEREOF, for purposes of merging Lifestyle Family Fitness, Inc. and Lifestyle Family Fitness (Tyrone), Inc. into Lifestyle Family Fitness II, Inc., the undersigned have executed these Articles of Merger this 29TH day January, 2001.

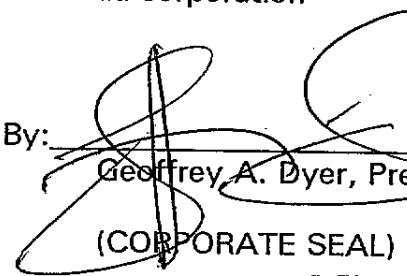
LIFESTYLE FAMILY FITNESS, INC.,
a Florida corporation

By: 
Geoffrey A. Dyer, President
(CORPORATE SEAL)

**LIFESTYLE FAMILY FITNESS
(TYRONE), INC.,** a Florida corporation

By: 
Geoffrey A. Dyer, President
(CORPORATE SEAL)

LIFESTYLE FAMILY FITNESS II, INC.,
a Florida corporation

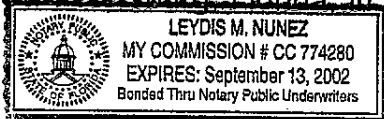
By: 
Geoffrey A. Dyer, President
(CORPORATE SEAL)

a Florida corporation

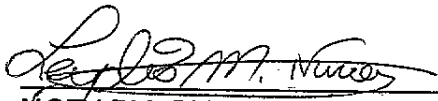
STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared **Geoffrey A. Dyer**, the President of **LIFESTYLE FAMILY FITNESS, INC.** and **LIFESTYLE FAMILY FITNESS (TYRONE), INC.**, and **LIFESTYLE FAMILY FITNESS II, INC.**, all Florida corporations, who is to me well known to be the person described in and who subscribed to the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunder set my hand and my official seal, at St. Petersburg, Florida, in said County and State this 29TH day of January, 2001.



(SEAL)


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE
Print Name of Notary: LEYDIS M. NUNEZ

My commission expires: 9-13-2002