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June 6, 2000

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: J A T FITNESS, INC.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$78.75 is enclosed to cover the registered agent fee, the filing fee and the certificate of status.

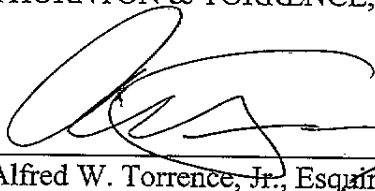
If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

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Yours truly,

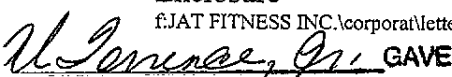
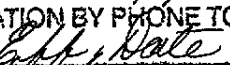
THORNTON & TORRENCE, P.A.


Alfred W. Torrence, Jr., Esquire

llg

Enclosure

f:\JAT FITNESS INC.\corporat\letter.art

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT 
DATE 
DOC. EXAM 

D. BROWN JUN 2 0 2000

ARTICLES OF INCORPORATION

OF

J A T FITNESS, INC.

FILED
00 JUN -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: J A T FITNESS, INC., and the address is: 34888 U.S. Highway 19 North, Palm Harbor, FL 34683.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is Alfred W. Torrence, Jr..

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
James A. Talley	2901 Leprechaun Lane, Palm Harbor, FL 34683

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
Alfred W. Torrence, Jr.	6645 Ridge Road, Port Richey, FL 34668

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

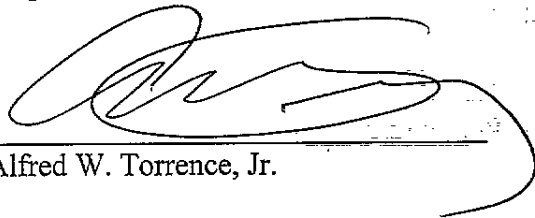
ARTICLE 10: BYLAWS

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 11: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of June, 2000.

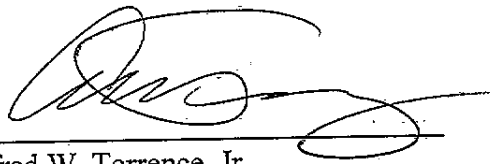

Alfred W. Torrence, Jr.

FILED
00 JUN -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 1st day of June, 2000.



Alfred W. Torrence, Jr.