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Gary D. Grunder

Kyle E. Petteway

June 15, 2000

Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

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-06/19/00-01107--009
*****78.75 *****78.75

Re: Incorporation of High Springs Health and Fitness Center, Inc.

Dear Corporate Filing Representative:

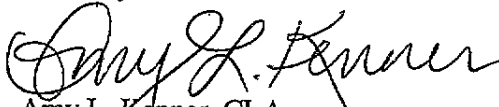
Enclosed are the following documents relating to the incorporation of High Springs Health and Fitness Center, Inc.:

- (1) Articles of Incorporation for High Springs Health and Fitness Center, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) a check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,


Amy L. Kenner, CLA
Certified Legal Assistant to
Gary D. Grunder

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FL 32314
JUN 19 AM 10:52

T. SMITH JUN 20 2000

Articles of Incorporation of High Springs Health and Fitness Center, Inc.

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

ARTICLE I NAME

The name of the corporation shall be High Springs Health and Fitness Center, Inc.

ARTICLE II PURPOSE

The purpose of the corporation shall be operation of Health and Fitness Center and any and all business permitted under the laws of the State of Florida. The corporation may own real property and undertake any other lawful activity in the furtherance of the purposes set forth.

ARTICLE III PRINCIPAL OFFICE

The address of the principal place of business of this corporation shall be , and the mailing address of the corporation shall be 65 NW First Ave., High Springs, Florida 32643.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock, with a par value of \$1.00.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is Clayton R. Hunt, and the initial registered office of the corporation is 65 NW First Ave., High Springs, Florida 32643.

ARTICLE VI INCORPORATOR

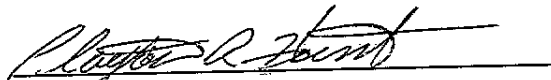
The incorporator of the corporation is Clayton R. Hunt, whose address is 10431 NW 234th Street, Alachua, Florida 32615.

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TALLAHASSEE, FLORIDA

**ARTICLE VII
DIRECTOR**

The initial director of the corporation is Clayton R. Hunt, whose address is 10431 NW 234th Street, Alachua, Florida 32615. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.


Dated June 15, 2000.


Clayton R. Hunt
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for High Springs Health and Fitness Center, Inc. at the place designated in the Articles of Incorporation, 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 am familiar with and accept the duties and responsibilities as registered agent for High Springs Health and Fitness Center, Inc.

Dated June 15, 2000.


Clayton R. Hunt
Registered Agent

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TALLAHASSEE, FLORIDA