

Thursday, June 22, 2000

Division of Corporations

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Florida Department of State
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✓ To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : BRUCE A. HAUGHT, P.A.
Account Number : I19980000079
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FLORIDA PROFIT CORPORATION OR P.A.

Emerald Coast Gym & Fitness, Inc.

Certificate of Status	0
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B. McKnight JUN 23 2000

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**ARTICLES OF INCORPORATION
OF
EMERALD COAST GYM & FITNESS, INC.**

ARTICLE I - NAME

The name of this corporation is EMERALD COAST GYM & FITNESS, INC..

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
39 S.E. Eglin Pkwy.
Ft. Walton Beach, FL 32548

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF SHARES

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 36468 Emerald Coast Pkwy., Suite 2101, Destin, FL 32541.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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The board of directors of this corporation shall have no fewer than one (1) director nor more than five (5) directors. The initial board of directors shall consist of two (2) directors:

Director

Matthews Chaffins
39 S.E. Eglin Pkwy.
Ft. Walton, FL 32548

Director

James Rogers
39 S.E. Eglin Pkwy.
Ft. Walton, FL 32548

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Bruce A. Haught
36468 Emerald Coast Pkwy., Suite 2101
Destin, FL 32541

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 22nd day of June, 2000.


Bruce A. Haught, Incorporator

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

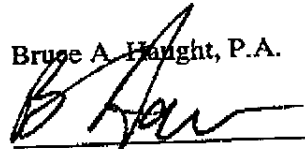
Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is EMERALD COAST GYM & FITNESS, INC.
2. The name and address of the registered agent and office is Bruce A. Haught, 36468 Emerald Coast Pkwy., Suite 2101, Destin, FL 32541

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

Dated this 22nd day June, 2000.

Bruce A. Haught, P.A.



By: Bruce A. Haught
Registered Agent

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