

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000069260

B.T. Health Club Management, Inc

600003327726--4

-07/19/00--01023--022

*****78.75 *****78.75

✓ Art of Inc. File Cert.

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

✓ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

T. Burch

JUL 20 2000

FILED

00 JUL 20 AM 11:59

RECEIVED

00 JUL 19 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LM

Name _____

Date 7/18

Time 9:12

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 19, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET STE 1
TALLAHASSEE, FL 32302

SUBJECT: B.T. HEALTH CLUB MANAGEMENT, INC.
Ref. Number: W00000018035

We have received your document for B.T. HEALTH CLUB MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 500A00039557

ARTICLES OF INCORPORATION
of
B.T. Health Club Management, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: B.T. Health Club Management, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: B.T. Health Club Management, Inc.		
ADDRESS: 3256 Gulf Winds Circle		
CITY: Hernando Beach,	FLORIDA	ZIP: 34607

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: John J. Franklin, Jr.		
ADDRESS: 3256 Gulf Wind Circle		
CITY: Hernando Beach	FLORIDA	ZIP: 34607

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: Barbara Troncoso		
ADDRESS: 3256 Gulf Winds Circle		
CITY: Hernando Beach,	FLORIDA	ZIP: 34607
NAME:		
ADDRESS:		
CITY:		ZIP:


FILED
00 JUL 20 AM 11:59
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: John J. Franklin, Jr.		
ADDRESS: 6129 Deltona Boulevard		
CITY: Spring Hill,	FLORIDA	ZIP: 34606
NAME: _____		
ADDRESS: _____		
CITY: _____	FLORIDA	ZIP: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10th day of July, 2000.

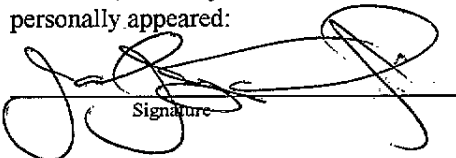
 (Seal)

(Seal)

(Seal)

State of Florida)
County of HERNAND) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:



Signature

FL DLIC F652-470-54-450-0.
Form of Identification

Form of Identification

Signature

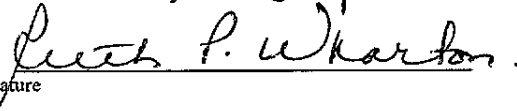
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person as indicated opposite each name, and that an oath (was) ~~(was not)~~ taken.

Witness my hand and official seal in the County and State
last aforesaid this 12th day of July, 2000



Ruth P. Wharton
Commission # CG 882198
Expires Nov. 28, 2003
Bonded Thru
Atlantic Bonding Co., Notary Signature



Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT OF

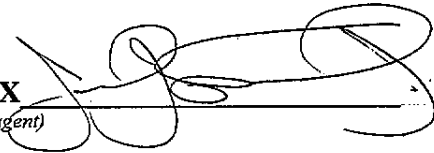
B.T. Health Club Management, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation at **3256 Gulf Winds
Circle, Hernando Beach, Florida 34607** has named **John J. Franklin, Jr.**, located at
the aforesaid address, its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X
(registered agent)



FILED
00 JUL 20 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA