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ACCOUNT NO. : 072100000032

REFERENCE : 793815 7221390

AUTHORIZATION

Patricia Pizzit

COST LIMIT : \$ 70.00

ORDER DATE :- August 10, 2000

ORDER TIME : 9:35 AM

ORDER NO. : 793815-005

CUSTOMER NO: 7221390

6000003352326--1

CUSTOMER: Ms. Elisabeth Mansur
Ms. Elisabeth Mansur

7523 Seurat Street
Apartment 107
Orlando, FL 32819

DOMESTIC FILING

NAME: FITNESS LAND HEALTH CLUB INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 10 PM 2:16

RECEIVED
00 AUG 10 AM 11:30
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 10 PM 2:16

ARTICLES OF INCORPORATION
OF
FITNESS LAND HEALTH CLUB INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FITNESS LAND HEALTH CLUB INC.

The address of the principal office of this corporation shall be 7523 Seurat Street, Apartment 107, Orlando, Florida 32819 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Elisabeth Mansur	7523 Seurat Street
Dir.	Apartment 107
	Orlando, Florida 32819

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on August 10, 2000.


Incorporator
It's Agent Lynette Coleman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
It's Agent Lynette Coleman
Authorized Service Representative
Corporation Service Company

njh