P00000079935

August 7, 2000

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

600003350126--7
-08/08/00--01102--002
*****78.75 *****78.75

Re: New Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of K and L Enterprises, Inc. and a check for $78.75. Please forward the corporate charter, when issued, to:

K and L Enterprises, Inc.
2929 Arapahoe Avenue
Jacksonville, Florida 32210

FILED
00 AUG -8 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-20033

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000

KELLY KUNZ
2929 ARAPAHOE AVENUE
JACKSONVILLE, FL 32210

SUBJECT: K AND L ENTERPRISES, INC.
Ref. Number: W00000020033

We have received your document for K AND L ENTERPRISES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 700A00043754

Articles of Incorporation
of
K and L Fitness ., Inc.

Article I

Name and Principal Place of Business

The name of this corporation is "K and L Fitness ., Inc." and its principal place of business is located at 3516 St. Johns Avenue, Jacksonville, Florida 32205.

Article II

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

Article III

Capital Stock

This corporation is authorized to issue 100 shares of common stock having a par value of $1.00 per share, which shares shall be and hereby designated as "Common Shares".

Article IV

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on August 7, 2000.

Article V

Initial Registered Office and Agent

The initial registered office of this corporation in the state of Florida is 3616 Emerson Street, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation is Colleen Banks. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

Article VI
Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of this corporation are as follows:

Name:	Address:
Kelley Kunz	2929 Arapahoe Avenue Jacksonville, Florida 32210
Lynn Garbutt	3540 Pine Street Jacksonville, Florida 32205

Article VII
Incorporator

The name and address of the incorporator of this corporation is as follows:

Name:	Address:
Kelley Kunz	2929 Arapahoe Avenue Jacksonville, Florida 32210

Article VIII
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Both the share holders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation pursuant to these Articles, except the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

Article IX
Pre-Emptive Rights

Each shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase her pro rate share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has here unto set her hand and affixed her seal this seventh day of August, 2000.

Kelley Kunz (Seal)
Kelley Kunz

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of August by Kelley Kunz, as President of K and L Fitness, Inc., a Florida Corporation, on behalf of the corporation. SHe is/is not personally known to me and did/did not take an oath.

Identification provided: ______________________

Notary Public (Signature)

Colleen M. Banks
Commission # CC 904619
Expires Feb. 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Printed Name of Notary

Title or Rank

Serial Number

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, K and L Fitness, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, being located at 3616 Emerson Street, Jacksonville, Florida, 32207, Florida has designated Colleen Banks as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 3616 Emerson Street, Jacksonville, Florida, 32207.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon K and L Fitness, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3616 Emerson Street, Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 7th day of August, 2000.

Colleen M Banks

Colleen Banks as
Registered Agent

FILED
00 AUG -8 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA