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August 28, 2000

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

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed articles of Incorporation. I have enclosed \$78.75 for fees including a certified copy.

Yours Truly,

Robert Wallace

Robert Wallace

RBW/dlc

2544

W000-21572

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 29 AM 11:21

Name OK
per
Dobbie

g 9/8/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 29 AM 11:22

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 1, 2000

ROBERT B. WALLACE, ESQUIRE
3805 UNIVERSITY BOULEVARD WEST
JACKSONVILLE, FL 32217

SUBJECT: FIRST IN FITNESS II, INC.
Ref. Number: W00000021572

We have received your document for FIRST IN FITNESS II, INC.. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00046721

Dear Sirs, I discussed with Bobbie that this corporation is affiliated with First in Fitness, Inc. she OK'ed the incorporation. Please file as of the original received date. Thank you
Robert Wallace

00 AUG 29 AM 11:22

ARTICLES OF INCORPORATION

OF

FIRST IN FITNESS II, INC.

The undersigned Incorporator of these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the General Corporation Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is First in Fitness II, Inc. and its principal office is located at 9471 Baymeadows Road #108, Jacksonville, Florida 32256.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CORPORATE POWERS

This corporation shall have all and singular the following powers:

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the corporation's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, and to carry on any business which this corporation has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a

stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, provided, however, the capital of this corporation cannot be impaired thereby.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

To have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Florida General Corporation Act subject to any limitations contained in these articles of incorporation.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ten thousand shares of one (\$1.00) par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9471 Baymeadows Road #108, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at that address is Mark Schoenborn. The stockholders shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII. INCORPORATOR

The names and address of the person signing these articles are:

Mark Schoenborn
9471 Baymeadows Road #108
Jacksonville, Florida 32256

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX. VOTING

Quorum: Shares entitled to vote may take action on a matter at meeting only if a quorum of those shares exists with respect to that

matter. All of the shares entitled to vote on the matter, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

Voting: If a quorum is present, action on a matter is approved only if a unanimous affirmative vote favors the action.

Action without a meeting: Action required or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice and without a vote, only if the action is taken by the holders of all of the outstanding shares.

ARTICLE X. BY-LAWS

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on August 29, 2000.



Mark Schoenborn

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted in
compliance with said Act:

First that First in Fitness II, Inc., desiring to organize under the
Laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at the City of Jacksonville,
Florida, has named

Mark Schoenborn

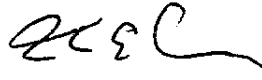
located at:

9471 Baymeadows Road #108
Jacksonville, Florida 32256

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby
accept to act in this capacity.



Mark Schoenborn

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 29 AM 11:22