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MAKOFKA & MAKOFKA

ATTORNEYS AT LAW

LAW EXCHANGE BUILDING

24 NORTH MARKET STREET

SUITE 402

JACKSONVILLE, FLORIDA 32202

PHONE: (904) 355-2700

FAX: (904) 355-0084

LESTER MAKOFKA  
DAVID A. MAKOFKA

December 27, 2000

Secretary of State  
Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of AMERICAN LIFE FITNESS ASSOCIATION, INC.:

Dear Sir/Madam:

Please find enclosed my check in the amount of \$78.75 which represents your fee for filing the attached "Articles of Incorporation". I have enclosed the original "Articles of Incorporation" and two additional copies. Please stamp one copy and return it to my office with your official receipt as verification of filing.

Should you have any questions, please feel free to contact my office.

Sincerely,

*Lester Makofka*

Lester Makofka

LM/sst  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. Burch

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00 DEC 29 AM 10: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN LIFE FITNESS ASSOCIATION, INC.

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: AMERICAN LIFE FITNESS ASSOCIATION, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands, and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with,

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goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is

hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000.00 at one dollar par value.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

### ARTICLE IV

This corporation is to exist perpetually.

### ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 4132 Bellingham Court, Jacksonville, Florida, 32223. The Board of Director(s) may from time to time move the principal office to any other address in Florida.

### ARTICLE VI

This corporation shall have one (1) Director, initially. The number of

Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be fewer than one.

#### ARTICLE VII

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Taylor	4132 Bellingham Court Jacksonville, Florida, 32223

#### ARTICLE VIII

The names and post office addresses of the corporate officers are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Linda C. Taylor	4132 Bellingham Court Jacksonville, Florida, 32223
Vice President	Stachea R. Taylor	4132 Bellingham Court Jacksonville, Florida, 32223

#### ARTICLE IX

The name and post office address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Taylor	4132 Bellingham Court Jacksonville, Florida, 32223

#### ARTICLE X

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of an claim, action, suit, or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or offices or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

The registered office shall be Lester Makofka, Esquire, and the registered agent at that same address is 24 North Market Street, Suite #402, Jacksonville, Florida, 32202.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

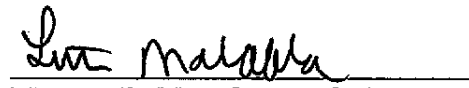
  
LINDA C. TAYLOR  
(INCORPORATOR)

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Linda C. Taylor, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 26 day of December, 2000.

  
Notary Public, State of Florida  
My commission expires:



Lester Makofka  
My Commission CC697016  
Expires November 18, 2001

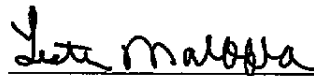
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

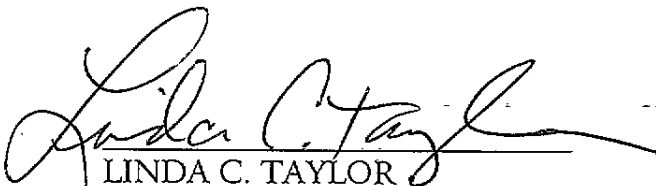
First - that AMERICAN LIFE FITNESS ASSOCIATION, INC., desiring to  
organize under the laws of the State of Florida, with its principal office, as indicated,  
in the Articles of Incorporation at Jacksonville, County of Duval, State of Florida, has  
named LESTER MAKOFKA, Attorney at Law, 24 North Market Street, Suite #402,  
Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at place designated in this Certificate, I hereby accept to act in this  
capacity, and agree to comply with the provision of said act relative to keeping open  
said office.



LESTER MAKOFKA, ESQUIRE  
Registered Agent  
Florida Bar No. 0156936  
24 North Market Street, Suite #402  
Jacksonville, Florida 32202  
(904) 355-2700



LINDA C. TAYLOR  
President of Corporation

FILED  
00 DEC 29 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA