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ATTORNEYS

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February 14, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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

Re: First in Fitness, III

Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above-captioned matter, along with our check for 78.75. Kindly return the additional copy in the self addressed Federal Express envelope as quickly as possible.

Of course, should you have any questions, please feel free to contact me.

Very truly yours,



Julie Bowers
Legal Assistant
to Jerome E. Speegle

JB

FILED
01 FEB 16 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Julie Bowers GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article 4, Address
DATE 2-16-2001
DOC. EXAM CB

✓
CB2-16

STATE OF FLORIDA)

COUNTY OF DUBAL)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST IN FITNESS III, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is First in Fitness III, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business of the corporation is 10950 San Jose Boulevard, Jacksonville, Florida 32223.

ARTICLE THREE

SHARES

The aggregate number of shares that the corporation is authorized to have outstanding at any time is 10,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FOUR

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Robert A. Emmanuel, Esq.
Emmanuel, Sheppard & Condon
30 S Spring St
Pensacola, Florida 32501

ARTICLE FIVE

INCORPORATOR

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

Harry Dodich
9802-005 Baymeadows Road
Jacksonville, Florida 32256

ARTICLE SIX


DURATION

The term of existence of the corporation is perpetual.

ARTICLE SEVEN

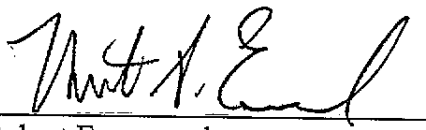
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive right to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.


Harry Dodich, Incorporator

2/6/01
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert Emmanuel
Registered Agent

2/2/01
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA