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February 22, 2001

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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-02/27/01--01124--019
*****105.00 *****87.50

RE: G & H FITNESS, INC.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-referenced corporation.

Enclosed please also find our check no. 4395 made payable to the Secretary of State in the sum of \$105.00 in order to defray the \$70.00 filing fee and the \$35.00 certified copy fee.

Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/bjw
Enclosure

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01 FEB 27 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PAW
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ARTICLES OF INCORPORATION

OF

G & H FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is G & H FITNESS, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 1241 N. Semoran Boulevard, Casselberry, Florida 32707.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares with a par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1110 Douglas Avenue, Suite 1002, Altamonte Springs, Florida 32714. The initial registered agent for the Corporation at that address is WILLIAM T. GRIM, III.

ARTICLE VI

The initial board of directors shall consist of (2) members, but the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
WILLIAM T. GRIM, III	1241 N. Semoran Boulevard, Casselberry, Florida 32707
SAMUEL T. HINES	1241 N. Semoran Boulevard, Casselberry, Florida 32707

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

WILLIAM T. GRIM, III

1241 N. Semoran Blvd.
Casselberry, FL 32707

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of February, 2001.

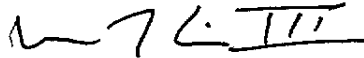


Name: WILLIAM T. GRIM, III

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for G & H FITNESS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: February 12, 2000



Name: WILLIAM T. GRIM, III