

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-18870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000031257

ISland Fitness, Inc.

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

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<input type="checkbox"/>	Foreign Corp. File				
<input type="checkbox"/>	L.C. File				
<input type="checkbox"/>	Fictitious Name File				
<input type="checkbox"/>	Trade/Service Mark				
<input type="checkbox"/>	Merger File				
<input type="checkbox"/>	Art. of Amend. File				
<input type="checkbox"/>	RA Resignation				
<input type="checkbox"/>	Dissolution / Withdrawal				
<input type="checkbox"/>	Annual Report / Reinstatement		DIVISION OF CORPORATION	01 MAR 27 AM 10:27	RECEIVED
<input checked="" type="checkbox"/>	Cert. Copy				
<input type="checkbox"/>	Photo Copy				
<input type="checkbox"/>	Certificate of Good Standing				
<input type="checkbox"/>	Certificate of Status				
<input type="checkbox"/>	Certificate of Fictitious Name				
<input type="checkbox"/>	Corp Record Search				
<input type="checkbox"/>	Officer Search				
<input type="checkbox"/>	Fictitious Search				
<input type="checkbox"/>	Fictitious Owner Search				
<input type="checkbox"/>	Vehicle Search		T. SMITH MAR 27 2001		
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<input type="checkbox"/>	Courier				

Signature

Requested by:

CD

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11:00

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
ISLAND FITNESS, INC.

The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Island Fitness, Inc.

ARTICLE II

Nature of Business

The corporation is organized as a for profit corporation under Chapter 607, Florida Statutes, for the following purposes:

- (a) To own and operate a health fitness center in Florida.
- (b) To engage in any other lawful business authorized pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is James E. Thomison.

ARTICLE V

Directors

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

John E. Belsito	521 74th Street Holmes Beach, Florida 34217
Derek John Swartzendruber	338 Bow Lane Bradenton, Florida 34208
Wade Ashley Bunker	11102 Hyacinth Place Bradenton, Florida 34202

ARTICLE VI

Officers

The names of the officers of this corporation are as follows:

John E. Belsito	President
Derek John Swartzendruber	Secretary
Wade Ashley Bunker	Treasurer

ARTICLE VII

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

James E. Thomison

1515 Ringling Boulevard, Suite 900
Sarasota, Florida 34236

ARTICLE VIII

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

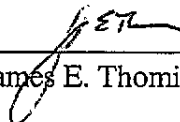
5345 Gulf Drive
Holmes Beach, Florida 34217

ARTICLE IX

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 March 26, 2001.

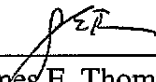


James E. Thomison

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, James E. Thomison, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 26th day of March, 2001.



James E. Thomison

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SECRETARY OF STATE
TALLAHASSEE FLORIDA