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September 26, 2001

DIVISION OF CORPORATIONS
ATTENTION: NEW FILING SECTION
PO BOX 6327
TALLAHASSEE, FL 32314

RE: FILING OF ARTICLES OF INCORPORATION
PRIVATE FITNESS BY CLORINDA, INC.

Dear Clerk:

Enclosed please find the following documents for filing:

1. Original and one copy of the Articles of Incorporation for Private Fitness by Clorinda, Inc.
2. Check in the amount of \$78.75 - \$70.00 for filing, \$8.75 for certificate of status.

Please file the original Articles and return a certified copy to the undersigned. If you have any questions, please feel free to contact me.

Very Truly Yours,
JAMES, ZIMMERMAN, PAUL & HUDDLESTON, LLP

Harlan L. Paul
Harlan L. Paul

Signed in Mr. Paul's absence
in order to avoid delay in mailing.

HLP/ps
enclosure
cc: Private Fitness by Clorinda, Inc.

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FILED
01 SEP 28 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

gph

**ARTICLES OF INCORPORATION
OF
PRIVATE FITNESS BY CLORINDA, INC.**

FILED
01 SEP 28 PM 2:30
STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is PRIVATE FITNESS BY CLORINDA, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general nature of the business to be conducted and transacted by this Corporation is any lawful business.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock of this Corporation is authorized to have outstanding at any time is One hundred (100) shares of common stock, at \$10.00 par value. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The Capital Stock shall be sold, assigned, issued and transferred in accordance with the by-laws as the Corporation upon all of its capital stock for any indebtedness which may, at any time be due by the holder of the same to the said Corporation, and which shall be a lien thereon superior to all other liens or claims of

every character, and all assignments or transfers of stock of this Corporation shall be subject thereof. The common stock of this Corporation shall be the voting stock of the Corporation.

ARTICLE V

Principal Office and Registered Agent

The principal place of business of the corporation is at 961 Diplomat Drive, Units 1036-1046, DeBary Florida, 32713. The initial registered office is at 961 Diplomat Drive, Units 1036-1046, DeBary, Florida 32713. The name of the initial registered agent at that address is Clorinda Marie Bassolino, at 961 Diplomat Drive, Units 1036-1046, DeBary, Florida 32713.

ARTICLE VI

Directors

The number of directors constituting the board of directors is two, and the names and address of each person who is to serve as a member thereof are as follows:

Clorinda Marie Bassolino, President/Treasurer	6641/2 Deltona Boulevard Deltona, Florida 32725
William John Hebson, Vice President/Secretary	323 E. Osceola Street Stuart, Florida 34994
Timothy McEvoy, Incorporator	1290 Caldwell Avenue Orange City, FL 32763

The number of directors may be changed from time to time by the bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator and President does hereby execute and acknowledge these Articles this 20th day of September, 2001.



Clorinda Marie Bassolino, Incorporator/President

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, PRIVATE FITNESS BY CLORINDA, INC., hereby designates Clorinda Marie Bassolino, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

PRIVATE FITNESS BY CLORINDA, INC

Clorinda Bassolino

BY: Clorinda Marie Bassolino

ITS: President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of CLORINDA MARIE BASSOLINO, INC., for services of process within the State of Florida.

Clorinda Bassolino

Clorinda Marie Bassolino

FILED
01 SEP 28 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA