

J. GERARD CORREA, P.A.

J. GERARD CORREA
ATTORNEY AT LAW
BOARD CERTIFIED TAXATION

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REPLY TO
ST. PETERSBURG

P02000057434

May 22, 2002

Secretary of State
Charter Division - Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900005599469--4
-05/23/02--01038--001
*****78.75 *****78.75

Re: B.C.D.L. 2, Inc.

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Incorporation for B. C. D L. 2, Inc. Enclosed is our check in the amount of \$78.75, covering the following fees:

Filing Fee for Articles of Incorporation	35.00
Certified copy of Articles	8.75
Registered Agent Designation	35.00
Total	\$ 78.75

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 23 PM 12:17

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MAY 23

ARTICLES OF INCORPORATION

OF

B.C.D.L. 2, Inc.

ARTICLE I - Name

The name of this corporation is B.C.D.L. 2, Inc.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and to operate a Gold's Gym located in Tampa, Florida and all other lawful business.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 6421 -- 66th Street North, City of Pinellas Park, County of Pinellas, State of Florida, 33781, and the name of the initial registered agent of this corporation at that same address is DOUGLAS K. PEARSON.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

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to time by the By-Laws, but shall never be less than one (1).
Directors may be removed for cause.

ARTICLE VII - Incorporator

The name and address of each initial incorporator of this corporation is:

Douglas K. Pearson
6421 - 66th Street North
Pinellas Park, FL 33781

ARTICLE VIII - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE X - Amendment

The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, or any right conferred on shareholders by majority vote.

The Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XI - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIII - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers hereunto have set their hand and seal this 22nd day of May, 2002.


DOUGLAS K. PEARSON, Subscriber

STATE OF FLORIDA

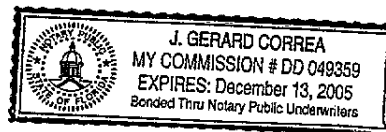
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of May, 2002, by DOUGLAS K. PEARSON, who are personally known to me or who have produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC


Sign
J. GERARD CORREA

Print
State of Florida at Large
My commission expires:



CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That B.C.D.L. 2, Inc., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pinellas Park, County of Pinellas, State of Florida, has named DOUGLAS K. PEARSON, whose address is 6421 - 66th Street North, Pinellas Park, Florida 33781, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


DOUGLAS K. PEARSON,
Registered Agent

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