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JERRY W. SULLIVAN

JAMES P. SCREEN (1914-1994)

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UNITED PARCEL SERVICE
NEXT DAY AIR

June 5, 2002

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

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Riviera Fitness Center of Pensacola, Inc.

Dear Sir/Madam:

Please find enclosed an original and two copies of the Articles of Incorporation of Riviera Fitness Center of Pensacola, Inc. I ask that you record the same with the State of Florida and return a conformed copy, as well as a Certificate of Status, to my attention. A check in the sum of \$78.75 is enclosed to cover the costs associated therewith.

If you require any additional information, please feel free to contact me at the above noted telephone number. Thank you for your attention and assistance.

GAVE

Very Truly Yours,


Jerry W. Sullivan

JWS/dpd

Enclosures

OUR ATTORNEYS ARE ADMITTED TO PRACTICE IN ONE OR MORE OF THE FOLLOWING:
LOUISIANA, UTAH AND FLORIDA

D. WHITE JUN - 6 2002

FILED

02 JUN -6 PM 1:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RIVIERA FITNESS CENTER OF PENSACOLA, INC.**

The undersigned, for purposes of forming a corporation for profit in accordance with the Florida Business Corporation Law, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is **Riviera Fitness Center of Pensacola, Inc.**

ARTICLE II

The Corporation's purpose is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of Florida.

ARTICLE III

The Corporation has authority to issue 10,000 shares of common stock at no par value.

ARTICLE IV

The incorporator's name and address is:

Jerry W. Sullivan
3900 North Causeway Blvd,
Suite 1470
Metairie, LA 70002

ARTICLE V

The corporation's principal office shall be:

6235 N. Davis Highway, S-108
Pensacola, FL 32504-6974

ARTICLE VI

The number of directors shall be such number, not less than one (1) nor more than seven (7) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders, except that when all of the outstanding shares are held of record by fewer than three shareholders, then there need be only as many directors as there are shareholders, but this shall not prevent a greater number of directors as aforesaid. Any director absent from a meeting of the Board or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, general or special. The initial Board of Directors shall consist of the following:

Reynold T Rice
4725 So. Holladay Blvd.
Suite 220
Salt Lake City, UT 84117

Scott L. Rice
4725 So. Holladay Blvd.
Suite 220
Salt Lake City, UT 84117

ARTICLES VII

The registered agent of the Corporation shall be

Sandra Holcombe
6235 N. Davis Highway, S-108
Pensacola, FL 32504-6974

ARTICLE VIII

All of the capital stock of the corporation shall be issued in accordance with the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IX

Special meetings of shareholders may be called by the president or by a majority of the Board of Directors.

ARTICLE X

Without any necessity of action by the shareholders, previously authorized but unissued shares of stock of the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed full paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE XI

No shareholder shall be liable for any of the faults or contracts of this corporation or for any liability whatsoever in any further sum than the unpaid balance that may be due on the subscription for his/her stock.

ARTICLE XII

Whenever the affirmative vote of shareholders is required to authorize or constitute a corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

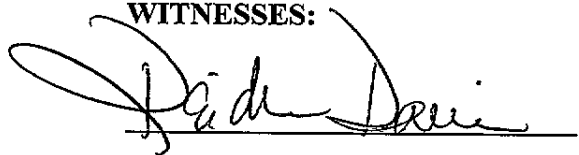
ARTICLE XIII

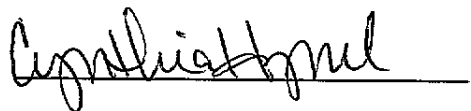
Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of the redeemed shares, which dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the corporation, and the corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the board of directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price, or (b) issuance of any shares, ownership of which has reverted to the corporation pursuant hereto to the entity who or which would be entitled thereto had such reversion not occurred.

THUS DONE AND SIGNED this 5th day of June, 2002.

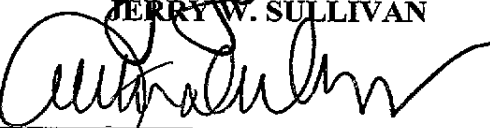
WITNESSES:

INCORPORATOR:






JERRY W. SULLIVAN



NOTARY PUBLIC

My commission expires: at death

FILED

02 JUN -6 PM 1:06

SECRETARY OF STATE
TALLAHASSEE FLORIDAAFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987To the State Corporation Department
State of Florida

STATE OF FLORIDA

COUNTY OF Escambia

ON this 4 day of June, 2002, before a Notary Public in and
for the State and County aforesaid, personally came and appeared **SANDRA HOLCOMBE** who
is to me known to be the person, and who, being duly sworn, acknowledged to me that he does
hereby accept appointment as the Registered Agent of **RIVIERA FITNESS CENTER OF**
PENSACOLA, INC., authorized to transact business in the State of Florida in compliance with
Chapter 607 and/or Chapter 621, F.S. (Profit).

Sandra Holcombe
SANDRA HOLCOMBE

SWORN TO AND SUBSCRIBED BEFORE ME

FLDL #425-791-62-586-0

THIS 4th DAY OF June, 2002.

Exp. 3-6-03

Dawn O'Brien
NOTARY PUBLIC

My Commission expires: July 10, 2005

DAWN O'BRIEN
Notary Public, State of Florida
My Comm. Expires July 10, 2005
Comm. No. DD 27516