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FLORIDA PROFIT CORPORATION OR P.A.

D & G ATHLETIC CLUB, INC.

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ARTICLES OF INCORPORATION

OF

D & G ATHLETIC CLUB, INC.

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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 D & G ATHLETIC CLUB, INC.

ARTICLE II

This corporation shall have perpetual existence. The corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 1903 Luskey Road, Brandon, Florida 33511

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares 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 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606. The initial registered agent for the Corporation at that address is Philip Bomhoff, Jr., Esq.-

Prepared By: Philip Bomhoff, Jr., Esq., Florida Bar No: 0066559, 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606.

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ARTICLE VI

The initial board of directors shall consist of (1) member. The names and address of the persons who will serve on the initial board of directors are: Kevin Donofrio, 1903 Lumsden Road, Brandon Florida 33511.

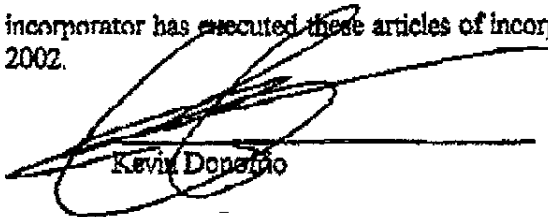
ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation is Kevin Donofrio, 1903 Lumsden Road, Brandon Florida 33511.

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1 day of Dec, 2002.


Kevin Donofrio


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for D & G Athletic Club, Inc., 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).


Philip Bomhoff, Jr., Esq.

Date: 12/1/02

Prepared by:


PHILIP BOMHOFF, JR., ESQ.
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Bomhoff & Associates
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