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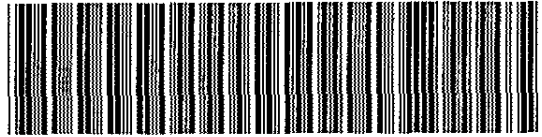
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 225464 100198A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : September 2, 2003

ORDER TIME : 11:47 AM

ORDER NO. : 225464-015

CUSTOMER NO: 100198A

CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: JACKSONVILLE FITNESS, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE FITNESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be Jacksonville Fitness, Inc.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 910 S.W. 2nd Place, Pompano Beach, Florida 33069.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation is hereby indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director and/or officer in connection with any proceeding or any settlement of any proceeding to which such director and/or officer may be a party, or in which same may become involved by reason of same being a director or officer of the Corporation, whether or not same is a

director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such parties' duties; provided, however, that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII: BY-LAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and, thereafter, may be amended, altered or rescinded in the manner provided for by the Bylaws.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 910 S.W. 2nd Place, Pompano Beach, Florida 33069. The name of the initial registered agent at that address is Jonathan Larkin.

ARTICLE IX: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of one (1) member, the name and addresses of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan Larkin	910 S.W. 2 nd Place Pompano Beach, Florida 33069

ARTICLE X: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

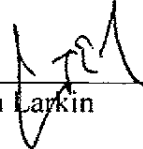
ARTICLE XI: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator

is:

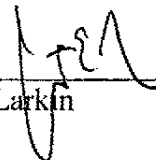
Jonathan Larkin
910 S.W. 2nd Place
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 1 day of September, 2003.



Jonathan Larkin

The undersigned, named as the registered agent in Article VIII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jonathan Larkin

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