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PICK-UP WAIT MAIL

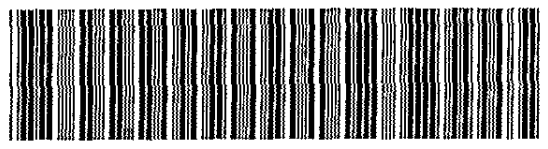
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

m. g. l. s.

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
THOMAS J. GILLIAM, JR.
BEIAN W. HOFFMAN
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
JASON R. MOSLEY
LL.M. in Taxation
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
JOHN B. TRAWICE
TIFFANY T. WOODWARD
Also Licensed In Alabama
SUSAN A. WOOLF

JASON R. MOSLEY

TELEPHONE • (850) 434-2411 ext. 105
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OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING
M. J. MENGE

ROLLIN D. DAVIS, JR.
(1932-2002)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

August 18, 2003

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

Subject: Domestication of LBC of Georgia, Inc.

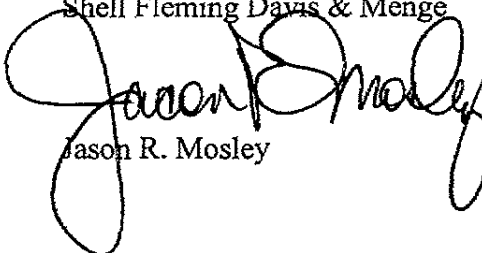
Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

Fees:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file:	\$128.75

Please file accordingly and contact me if you have any questions.

Sincerely,
Shell Fleming Davis & Menge


Jason R. Mosley



RECEIVED

03 SEP 15 AM 11:57

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 3, 2003

SHELL, FLEMINGG, DAVIS & MENGE
POST OFFICE BOX 1831
PENSACOLA, FL 32591-1831

SUBJECT: LBC OF FLORIDA, INC.
Ref. Number: W03000025093

We have received your document for LBC OF FLORIDA, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section


Letter Number: 103A00049191

CERTIFICATE OF DOMESTICATION

The undersigned, Charles E. Lewis, President of LBC of Georgia, Inc., a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which the corporation was first formed is December 28, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is Georgia.
3. The name of the corporation immediately prior to the filing of the Certificate of Domestication is LBC of Georgia, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to § 607.0202 and 607.0401 with this certificate is LBC Fitness of Florida, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is 3624 Edgewood Rd., #A, Columbus, GA 31907.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Charles E. Lewis, President of LBC of Georgia, Inc. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 26th day of August, 2003.


Charles E. Lewis, President
LBC of Georgia, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LBC FITNESS OF FLORIDA, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be LBC FITNESS OF FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand hundred (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the corporation shall be:

3624 Edgewood Rd., #A, Columbus, GA 31907

and the initial mailing address of the corporation shall be:

3624 Edgewood Rd., #A, Columbus, GA 31907

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Jason R. Mosley, esq.
226 Palafox Place
Seville Tower, 9th Floor
Pensacola, FL 32502

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Dr. Charles E. Lewis
3918 Rosemont Blvd.
Columbus, GA 31904

Dr. Ben H. Check
3918 Rosemont Blvd.
Columbus, GA 31904

Dr. Jay Brodwyn
3624 Edgewood Rd., #A
Columbus, GA 31907

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII. INCORPORATOR

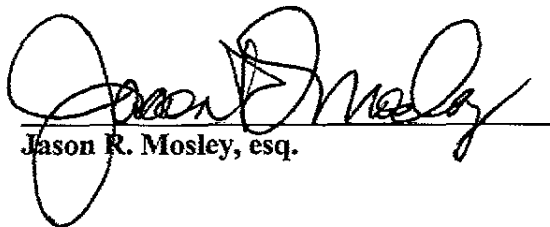
The name and address of the incorporator of this corporation is:

Jason R. Mosley, esq.
PO Box 1831
Pensacola, FL 32591-1831

ARTICLE XIII. AMENDMENT

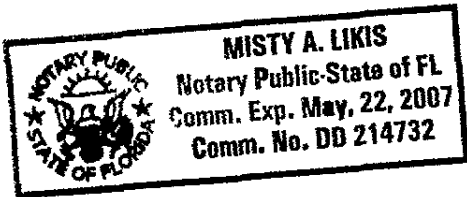
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 26th day of August, 2003.


Jason R. Mosley, esq.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Jason R. Mosley, esq. who is personally known to me or who produced _____ as identification on this 26 day of August, 2003.



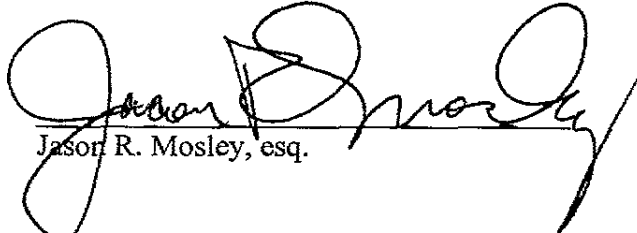

Signature of Notary Public

MISTY A. LIKIS
Print, type, or stamp commissioned name of Notary Public, commission number and expiration date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LBC Fitness of Florida, Inc. at the place designated in the Articles of Incorporation, Jason R. Mosley agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: Aug 24, 2003


Jason R. Mosley, esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA