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03 OCT 22 AM 7:40

FLORIDA PROFIT CORPORATION OR P.A.

fit for life total fitness, inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
FIT FOR LIFE TOTAL FITNESS, INC.**

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The undersigned for the purposes of forming a corporation under the Florida Personal Service Corporation Act, Chapter 621, Florida Statutes, do hereby adopt the following articles of incorporation.

Article I

The name of this corporation is: FIT FOR LIFE TOTAL FITNESS, INC.

The business address of FIT FOR LIFE TOTAL FITNESS, INC. is 5980 SW 99th Terrace, Cooper City, FL 33328.

Article II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III

The purpose for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Personal Service Corporation Act, specifically;
 - a) PERSONAL TRAINING AND FITNESS SERVICES
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

Article IV

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of One Dollar (\$1.00) par value common stock.

Article V

The street address of the initial principal office of the corporation is 5980 SW 99th Terrace, Cooper City, FL 33328, and the name of its registered agent is Thomas P. O'Connell, P.A., 600 SE Andrews Avenue, Suite 407, Ft. Lauderdale, FL 33330.

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Article VI

The number of directors constituting the initial board of directors of the corporation is one and the name and address of each person who is to serve as the director is: Alix Picard, 5980 SW 99th Terrace, Cooper City, FL 33328.

Article VI

No contract or other transaction between the corporation and one or more its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

Article VIII

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

Article IX

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

Article X

The offices of this corporation may consist of a president, secretary and such other officers and agents as may be provided for By-Laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. The initial officers of this corporation shall be:

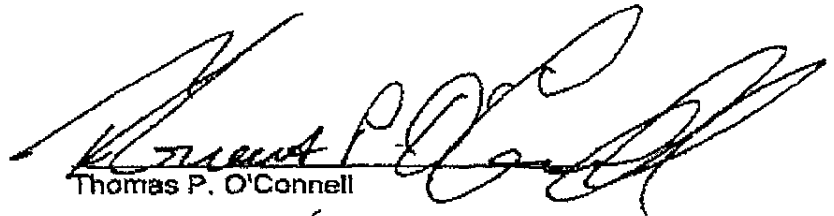
Alix Picard, President
5980 SW 99th Terrace, Cooper City, FL 33328.

Article XI

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

That, FIT FOR LIFE TOTAL FITNESS, INC desiring 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 Cooper City, Florida, County of Broward, State of Florida, has named Thomas P. O'Connell, P.A., located at 600 SE Andrews Avenue, Suite 407, Ft. Lauderdale, FL 33330, as its agent to accept service of process within the state.

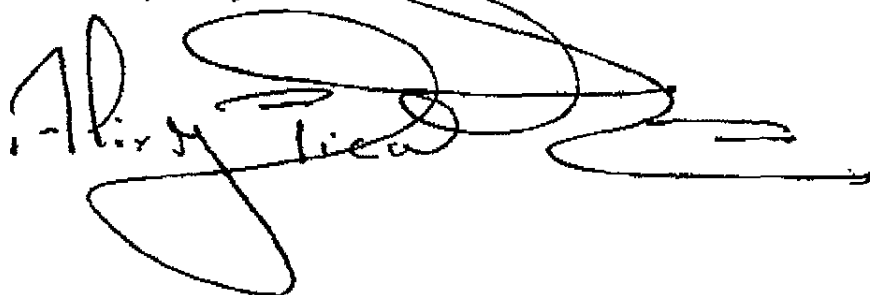
Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Thomas P. O'Connell

Article XII

The name and address of the person signing these Articles of Incorporation is
Alix Picard: 5980 SW 99th Terrace
Cooper City, FL 33328.



TOTAL P.05

HUGO 301686

STATE OF FLORIDA)
:ss
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Alix Picard, know to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and who presented the following
identification Tennessee Driver's License : 100104652

IN WITNESS WHEREOF, I have hereunto set my hand and affixed m official seal in the State and County aforesaid this _____ day of _____, 2003.


Notary Public

My commission expires:

PEDRO E. DUOLS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 02946422
EXPIRES 12/28/2004
BONDED THRU ASA 1-888-NOTARY1

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TALLAHASSEE, FLORIDA
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Prepared by
Law Offices of Thomas P. O'Connell, P.A.
600 SE Andrews Avenue, Suite 407
Ft. Lauderdale, FL 33330
FBL: 931292

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