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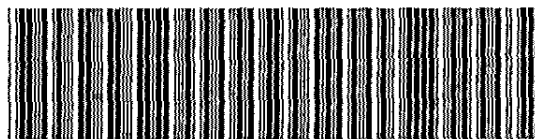
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 785167 7362192

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 2004

ORDER TIME : 3:41 PM

ORDER NO. : 785167-005

CUSTOMER NO: 7362192

CUSTOMER: H. William Vazquez, Esq.
The Law Offices Of H. William
Vazquez, P.a.
Suite 105
2500 Maitland Center Parkway
Maitland, FL 32751

DOMESTIC FILING

NAME: EXCEPTIONAL FITNESS CENTER,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
EXCEPTIONAL FITNESS CENTER, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be EXCEPTIONAL FITNESS CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 2338 East Semoran Boulevard, Apopka, Florida 32703.

ARTICLE IV - PURPOSE

This corporation is organized to act as a licensed fitness center in the State of Florida and for transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the

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directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2338 East Semoran Boulevard, Apopka, Florida 32703.

The name of the initial registered agent of this corporation at that address shall be Timothy B. Dockery.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Timothy B. Dockery	2338 East Semoran Boulevard Apopka, Florida 32703	P,V,S,T
Angela K. Dockery	2338 East Semoran Boulevard Apopka, Florida 32703	P,V,S,T

ARTICLE VIII - INCORPORATOR

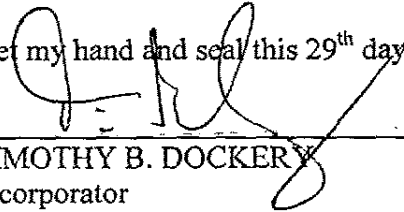
The following is the name and street address of the Incorporator to these Articles of Incorporation:

Timothy B. Dockery
2338 East Semoran Boulevard
Apopka, Florida 32703.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of June, 2004.




TIMOTHY B. DOCKERY
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared TIMOTHY B. DOCKERY, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 2004.

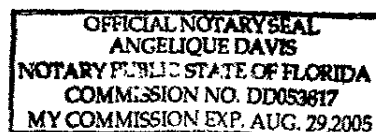


Notary Public

Print Name:

My Commission Expires:

Commission No.:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

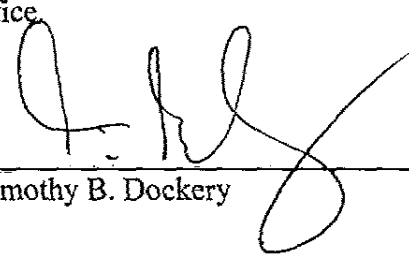
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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, EXCEPTIONAL FITNESS CENTER, ^{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 Apopka, County of Seminole, State of Florida, has named as its Registered Agent, Timothy B. Dockery, of 2338 East Semoran Boulevard, Apopka, Florida 32703, to accept service of process within this State.

ACKNOWLEDGEMENT

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 provisions of said Act relative to keeping open said office.



Timothy B. Dockery