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From: Origin ID: ORLA (407) 843-7300
ROBERT G. MARKS, ESQ.
SMITH MACKINNON, PA
255 SOUTH ORANGE AVENUE SUITE 800
ORLANDO
FL, FL 32801

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TALLAHASSEE, FLORIDA

[Signature]
9/14/04

ARTICLES OF INCORPORATION
OF

SOUTH ORANGE FITNESS, INC.,
a Florida Corporation

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.
NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be:

SOUTH ORANGE FITNESS, INC.

For convenience, the corporation shall herein be referred to as the "corporation". The initial principal office, as well as the initial mailing address of the corporation, shall be in Orange County, Florida, at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

ARTICLE II.
PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a par value of ten cents (\$0.10) per share.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Robert O. Marks
Smith Mackinnon, PA
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

**ARTICLE V.
TERM OF CORPORATE EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI.
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Robert O. Marks
Smith Mackinnon, PA
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of September, 2004.

(sign) *Robert O. Marks*
Robert O. Marks

STATE OF FLORIDA
COUNTY OF ORANGE

Subscribed before me this 7th day of September, 2004, by Robert O. Marks, who is personally known to me.

Patricia B. Oles
Notary Public signature

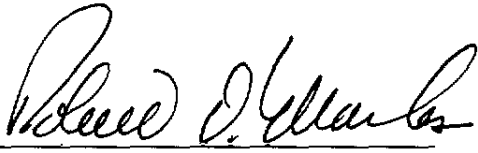
(seal or stamp)



Patricia B Oles
My Commission DD139271
Expires September 21 2006

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION
of
SOUTH ORANGE FITNESS, INC.
a Florida Corporation

ROBERT O. MARKS, having a business office address of 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

(sign) 
Robert O. Marks
SMITH MACKINNON, PA
255 South Orange Avenue
Suite 800
Orlando, Florida 32801
telephone (407) 843-7300
(date) September 7, 2004

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