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TALLAHASSEE, FLORIDA

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- # ADMITTED TO THE DIST. OF COLUMBIA BAR
- *** ADMITTED TO THE ILLINOIS BAR

May 18, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: L R FITNESS, INC.

Dear Sir:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to us.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming William E. Lawton, agent upon whom process may be served. An online check with your office indicated that the corporate name L R FITNESS, INC. is not in use at this time.

A check is also enclosed in the amount of \$78.75 to cover the \$35.00 filing fee, \$8.75 fee for a certified copy of the Certificate of Incorporation and \$35.00 for designation of registered agent.

If you have any questions regarding this, please do not hesitate to contact our office.

Very truly yours,


JOHN D. ROBINSON

JDR:pmg
Enclosures

ARTICLES OF INCORPORATION
OF
L R FITNESS, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, the subscriber to these Articles of Incorporation, being a person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is L R FITNESS, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall begin at the time of the filing of the Articles of Incorporation with The Department of State.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$1.00 per share and shall consist of one class only.

ARTICLE V

The street and mailing address of the initial principal office of this corporation is: 2773 Banchory Road, Winter Park, Florida 32792.

ARTICLE VI

The initial registered agent of this corporation shall be William E. Lawton, 201 East Pine Street, Suite 1200, Orlando, Florida 32801.

ARTICLE VII

The number of directors constituting the initial board of directors of this corporation shall be two (2). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and street address of the directors of this corporation, who shall hold office for the first year or until his successor is chosen, shall be:

Lewis H. Rutland, 2773 Banchory Road, Winter Park, Florida 32792

Carol Rutland, 2773 Banchory Road, Winter Park, Florida 32792

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is: Lewis H. Rutland, 2773 Banchory Road, Winter Park, Florida 32792.

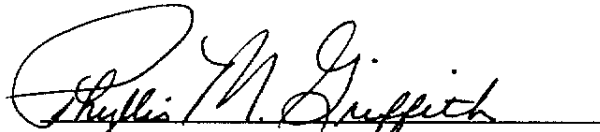

LEWIS H. RUTLAND

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared LEWIS H. RUTLAND, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of May 2005.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



PHYLLIS M. GRIFFITH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD333352
EXPIRES 8/13/2008
BONDED THRU 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

I, WILLIAM E. LAWTON, do hereby accept the office of Registered Agent of the corporation known as L R FITNESS, INC.


WILLIAM E. LAWTON

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared WILLIAM E. LAWTON, known to me to be the person described as the Registered Agent of the corporation known as L R FITNESS, INC. and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of May 2005.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



PHYLLIS M. GRIFFITH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD333352
EXPIRES 8/13/2008
BONDED THRU 1-888-NOTARY1

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