

Aug. 1, 1997 2:14 PM TRIPP, SCOTT, CONKLIN NO. 3865 P. 1/3

8/01/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:14 PM

795000018307

(((H97000012599 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #: (954)761-8475

NAME: THE LORDS GYM, INC.

AUDIT NUMBER.....H97000012599

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED  
97 AUG -1 P11 2:46  
DIVISION OF CORPORATIONS

FILED  
97 AUG -1 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*One  
8/1*

*Amended + Restated*

H97000012599

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE LORDS GYM, INC.**

97 AUG -1 PM 3:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, as President of The Lords Gym, Inc., a Florida corporation ("Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (the "Original Articles") for the Corporation filed with the Florida Secretary of State on March 6, 1995 under Charter No. P95000018307.

**NOW, THEREFORE**, the Original Articles are hereby amended and restated as follows:

**ARTICLE I  
NAME**

The name of the corporation is:

Lord's Gym, Inc.

**ARTICLE II  
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of Five Dollar (\$5.00) par value common stock.

Prepared by: William J. Gruss, Esq.  
Bar No: 0898678  
Tripp, Scott, Conklin & Smith  
110 SE 6th Street, 28th Floor  
Fort Lauderdale, FL 33301  
(954) 523-7500

H97000012599

H97000012599

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

12082 NW 29th Street  
Coral Springs, FL 33065

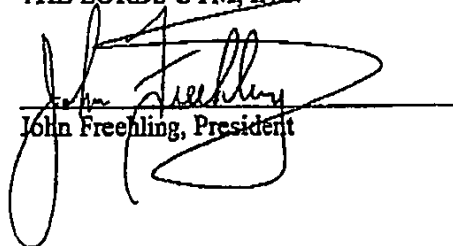
**ARTICLE V  
AMENDMENT**

These Amended and Restated Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

These Amended and Restated Articles of Incorporation were approved by a unanimous consent action of the Board of Directors and shareholders dated July 14, 1997.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 31<sup>st</sup> day of July, 1997.

THE LORDS GYM, INC

  
John Freehling, President