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TALLAHASSEE, FLORIDA 32300
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HAROLD F. PEEK, JR.
SAMUEL M. PEEK

April 27, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ELC, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation. I have submitted the \$70.00 filing fee. If you have any questions, please call. I am,

Sincerely Yours,



SAMUEL M. PEEK

SMP:jbm
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLE OF INCORPORATION
OF
ELC, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE - NAME

The name of the Corporation is ELC, Inc.

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of health and fitness services.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.

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3. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) share of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section §1244 of the Internal Revenue Code.

ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS, INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 1031 E. John Sims Parkway, Palm Plaza, Niceville, Florida 32578. The initial registered agent shall be ELSIE L. BLEVINS, 1031 E. John Sims Parkway, Palm Plaza, Niceville, Florida 32578. The principle office and mailing address for the Corporation is, 103 Dana Pointe, Niceville, Florida 32578.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

ELSIE L. BLEVINS

103 Dana Pointe
Niceville, Florida 32578

ARTICLE VII - INCORPORATORS

Name and address of each Incorporator is:

ELSIE L. BLEVINS	103 Dana Pointe Niceville, Florida 32578
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ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others in such manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite her name:

ELSIE L. BLEVINS	100 Shares
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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

ARTICLE XVI - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as part of the Corporate Records.

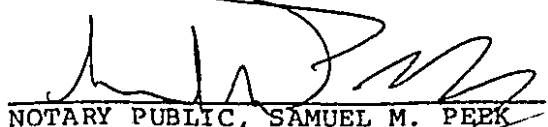
IN WITNESS WHEREOF, I, the undersigned being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 27th day of April, 1995 for the purposes of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation Law of the State of Florida, to make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.


ELSIE L. BLEVINS

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, ELSIE L. BLEVINS, who is personally known to me or who has produced Fl. Drivers License as identification, and upon her oath acknowledged that she executed the foregoing Articles of Incorporation for the purposes set forth therein on the 27th day of April, 1995.


NOTARY PUBLIC, SAMUEL M. PEEK
My Commission Expires:



SAMUEL M. PEEK
COMMISSION # CC 411347
EXPIRES OCT 23, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

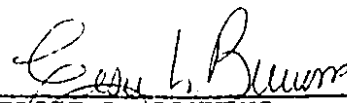
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That ELC, Inc. , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Niceville, County of Okaloosa, State of Florida, have named ELSIE L. BLEVINS of 1031 E. John Sims Parkway, Palm P18211 Niceville, Florida as the agent for Service of Process within the State of Florida.

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.

BY:


ELSIE L. BLEVINS