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ACKERMAN, BAKST AND CLOYD, P.A.

ACKERMAN BAKST AND CLOYD P.A.

APPENDIX 7A1A4

2450 NE 3RD AVENUE BOULEVARD
WEST OF 1ST ST. SOUTH OF 4TH STREET FT.
WEST PALM BEACH, FLORIDA 33401
(407) 660-8000
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MAILING ADDRESS
POST OFFICE DRAWN WITH CARE
WE 81 PALM BEACH, FL 33402 3048

July 26, 1995

Secretary of State
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

Re: Fitness Systems of Orlando, Inc.

Gentlemen:

Enclosed for filing are our original and one copy of Articles of Incorporation for the above corporation along with check in the amount of \$122.50 for the filing fee. Please process this in your usual manner and return the certified copy of these Articles to us in the stamped, self-addressed envelope provided for your convenience. Thank you for your attention to the foregoing.

Cordially,

Cordially,
John Koenig, Jr.
JOHN M. KOENIG, JR.

:dg
Enclosures

SHARON L. TALA

ARTICLES OF INCORPORATION

OF

FITNESS SYSTEMS OF ORLANDO, INC.

Article I - Name and Address

The name of this corporation is **FITNESS SYSTEMS OF ORLANDO, INC.** with its principal address as 7445 Prescott Lane, Lake Worth, Florida 33467.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose and Powers

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. The corporation shall have all of the powers authorized under applicable law.

Article IV - Shares of Stock

The corporation is authorized to issue one hundred (100) shares of common stock with no par value.

Article V - Initial Registered Office and Agent

The street address of initial registered office of this corporation is 7445 Prescott Lane, Lake Worth, FL 33467 and the name of the initial registered agent of this corporation at that address is James Woolard.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

JAMES WOOLARD
7445 Prescott Lane
Lake Worth, FL 33467

Article VII - Incorporators

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

JAMES WOOLARD
7445 Prescott Lane
Lake Worth, FL 33467

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed

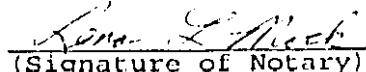
the Articles of Incorporation, this 26 day of JULY, 1995.


JAMES WOOLARD

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES WOOLARD, who is personally known to me or who have produced as identification and who did execute the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this the 26th day of July, 1995.


(Signature of Notary)

Lena L. Mock
(Printed Name of Notary)

Notary Public, State of Florida

CC136027
(Commission Number)

My commission expires: 8/13/95

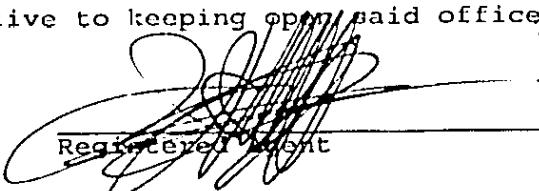
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That FITNESS SYSTEMS OF ORLANDO, 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 Lake Worth, County of Palm Beach, State of Florida, has named JAMES WOOLARD, located at 7445 Prescott Lane, City of Lake Worth, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.



Registered Agent

95 JUL 31 1982
STATE OF FLORIDA
REGISTRATION