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CHAD S. PAIVA  
DAVID E. TWICKLE (1944-1987)

MAKING ADDITION  
POST OFFICE DRAWING  
WEST PALM BEACH, FL 33402-3048

July 26, 1995

SHOULD BE 15459479  
+07/31/95-+0005-+005  
++++122.50 +++++122.50

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,

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

:dg  
Enclosures

SHARON L. TALA

AUG - 2 1995

ARTICLES OF INCORPORATION  
OF  
FITNESS SYSTEMS OF ORLANDO, INC.

RECORDED  
JUL 31 1963  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS  
STATE OF TEXAS

Article I - Name and Address

The name of this corporation is **FITNESS SYSTEMS OF ORLANDO, INC.** with its principal address at 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

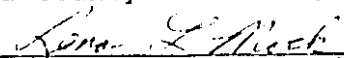
these Articles of Incorporation, this 26 day of July, 1995.

  
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 J. 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  
on 3 25  
STATE  
CLERK