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B.J. McClure

ATTORNEY AT LAW - QUALIFIED IN AVIATION LAW UNDER THE FLORIDA DESIGNATION PLAN
4300 FORTIETH STREET SOUTH • ST. PETERSBURG, FL 33711 • 813-864-3162 • FAX 813-864-3162

August 25, 1995

Secretary of State
Bureau of Corporations
Filing Section
P.O. Box 6327
Tallahassee, FL 32314

2000001571572
-08/29/95--01011--023
*****70.00 *****70.00

Re: Family Fitness, Inc.; Articles of Incorporation for

Dear sir or madam:

Enclosed please find an original plus one copy of the referenced Articles of Incorporation for filing. Also enclosed is the Certificate of Designation and Acknowledgement of the Registered Agent as well as the firms check in the amount of \$70.00. Please file the enclosed in the usual manner.

Yours truly,



B.J. McClure
FlaBar 201091

BJM/jem

cc: Jeff Rodgers

AUG 28 1995 BSB

FILED
95 AUG 28 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAMILY FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Family Fitness, Inc.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is Ten Thousand (10,000) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchases or subscribe for, at fair market

value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof, or;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable

immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

5. Nothing contained in this Article shall restrict the shareholder from transferring shares to immediate family members (spouses, parents and children only), or to any corporation in which the shareholder or shareholders immediate family members own and maintain a majority interest. Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 4300 40th Street South, St. Petersburg, Fl, 33711. The name of the initial Registered Agent of the corporation is B.J. McClure, Esq., whose office is located at 4300 40th Street South, St. Petersburg, Fl, 33711.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than three (3) and no more than five(5) members.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is:

B.J. McClure	4300 40th Street South St. Petersburg, Fl 33711
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ARTICLE X

BY-LAWS


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

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 25TH day of August, 1995.

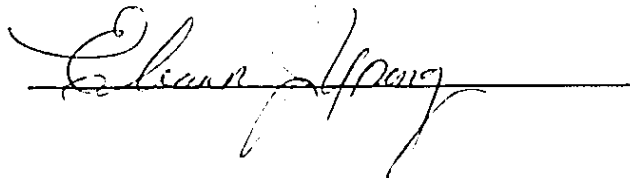

B.J. McClure

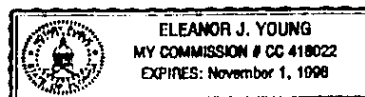
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared B.J. McClure, at the time of notarization, who did take an oath and who is personally known to me, or who produced A.D.L. # 17246-070761470 as identification, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 25th day of August, 1995.





STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND NAMES AND ADDRESS OF THE CORPORATION.

The following is submitted in compliance with Chapter 48.091,
Florida Statutes

FAMILY FITNESS, INC., a Corporation organized under the laws of the State of Florida, with its principal office at 4300 40th Street South, St. Petersburg, Florida, 33711, and its mailing address being the same, has named **B.J. MCCLURE**, located at 4300 40th Street South, St. Petersburg, Florida, 33711, with his residence being the same, as its agent to accept service of process within the state.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JEFF D. RODGERS	465 Pinellas Bayway #307 St. Petersburg, FL 33715	President
B.J. MCCLURE	4300 40th Street South St. Petersburg, FL 33711	Secretary/Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, to post my name in some conspicuous place in the office, as required by law.



B.J. MCCLURE