

9/12/95 1:58 PM
((H95000010151))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
AX: (904) 922-4000

P95000070265
FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
100 NE THIRD AVE
PO BOX 14098 SUITE 1100
FT LAUDERDALE FL 33301-
CONTACT: DEBBIE HICKINBOTHAM
PHONE: (305) 462-3300
FAX: (305) 763-2439

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BEA FIT OF SOUTH FLORIDA, INC.
FAX AUDIT NUMBER: H95000010151
DATE REQUESTED: 09/12/1995
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:58:08
CERTIFIED COPIES: 1
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3
METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50
ACCOUNT NUMBER: 076067004147

oto: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H95000010151))
* ENTER 'M' FOR MENU. **

FILED
55 SEP 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/13

00:04 PM 21:03:01

UNCLUTON, MACAUGHAN & O'BRYEN, P.A.
FIRST FORT LAUDERDALE PLACE
100 N.E. THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1146
Telephone (305) 462-3300
From Miami 947-1052 944-1015
Telecopier (305) 763-2439

Mailing Address: P.O. Box 14098
Fort Lauderdale, Florida 33302-4098

TELECOMMUNICATIONS TRANSMITTAL

TO: *Secretary of State*

ADDRESS:

PHONE: *904. 922-4000*

FROM: *Debbie Hickin Godhear*

Regarding our File Name: *Beafit of So. / General*

CLIENT/MATTER #:

Special Instructions:

Total Number of Pages: *5*

Date: *9/12/95*

WE ARE TRANSMITTING ON A 3M 9165 GROUP ONE, TWO AND THREE.

****NOTE** IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL BACK AS SOON AS POSSIBLE.**

PHONE: (305) 462-3300 Ext. 255

Telecommunicator: Office Services

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

FAX AUDIT NUMBER: H95000010151

ARTICLES OF INCORPORATION
OF
BEA FIT OF SOUTH FLORIDA, INC.
A FLORIDA CORPORATION

FILED
95 SEP 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of BEA FIT OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is BEA FIT OF SOUTH FLORIDA, INC. and the street address of the initial principal office of the Corporation is 1628 North Federal Highway, Fort Lauderdale, Florida 33305.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1628 North Federal Highway, Fort Lauderdale, Florida 33305, and the name of the initial Registered Agent of the Corporation at that address is Beatriz M. Raydo.

PREPARED BY: Judith L. Kersow
ENGLISH, McCAUGHAN & O'BRYAN, P.A.
100 Northeast Third Avenue
Suite 1100
Fort Lauderdale, FL 33301
(305) 462-3300
Florida Bar Number: 807930

FAX AUDIT NUMBER: H95000010151

FAX AUDIT NUMBER: 1195000010151

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the initial Director of the Corporation is Beatriz M. Raydo, 1805 Northeast 15th Avenue, Fort Lauderdale, Florida 33305.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Judith L. Keiser

Address

100 Northeast Third Avenue
Suite 1100
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of September, 1995.


JUDITH L. KEISER, INCORPORATOR

FAX AUDIT NUMBER: 1195000010151

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BEA FIT OF SOUTH FLORIDA, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: September 12, 1995

By: Beatriz M. Raydo
BEATRIZ M. RAYDO, Initial
Registered Agent

FILED
95 SEP 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\users\debbie\bea fit\art.ino.109.11.95:

3

FAX AUDIT NUMBER: 1195000010151