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Telephone: 407-779-3543
September 11, 1995

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, FL 32399

RECORDED
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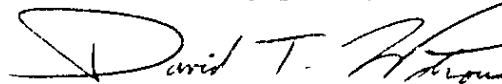
Gentlemen,

Enclosed please find the Articles of Incorporation for
CLR FITNESS, INC. along with a check in the amount of \$122.50
for the associated filing fees.

Also enclosed is a photocopy of the Articles. Please return this
to me with the filing date stamped thereupon.

If you have any questions or need additional information,
please do not hesitate to contact me.

Very truly yours,



David T. Watrous

DMC
9/18/95

FILED
95 SEP 15 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CLR FITNESS, INC.

FILED

95 SEP 15 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is CLR FITNESS, INC.

ARTICLE II

The purpose for which this corporation is organized is to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

The corportation shall have the authority to issue 100,000 shares of no par common stock, in one class only.

ARTICLE IV

The registered agent shall be Cynthia Laughlin and the initial registered office shall be at 1914 Highway A1A, Indian Harbour Beach, Florida 32937.

ARTICLE V

The initial Board of Directors shall consist of Cynthia Laughlin and Deborah Reed wh address is 1914 Highway A1A, Indian Harbour Beach, Florida 32937.

ARTICLE VI

The stock of this corporation is intended to qualify under the requirements of Internal Revenue Code Section 1244 and the regulations thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII

This corporation shall exist perpetually.

ARTICLE VIII

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director.

ARTICLE X

The name of the incorporator is Cynthia Laughlin whose address is 1914 Highway 1A, Indian Harbour Beach, Florida 32937.

STATE OF FLORIDA

COUNTY OF BREVARD

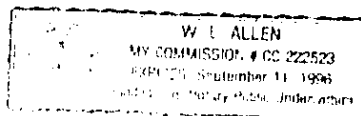
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, personally appeared Cynthia Laughlin to me known and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 12 day of September, 1995.

Cynthia Laughlin
Cynthia Laughlin
Incorporator

Personally known to me,

W. E. Allen
Notary Public, State of Florida
My Commission Expires:



FILED

95 SEP 15 PM 12:47

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. CLR FITNESS, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 1914 Highway A1A, Indian Harbour Beach, Florida 32937, has named Cynthia Laughlin whose address is 1914 Highway A1A, Indian Harbour Beach, Florida 32937.

ACCEPTANCE

I agree as Registered Agent to accept services of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept services of process at the above designated address) in some conspicuous place in the office as required by law.

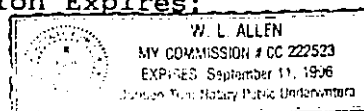
Registered Agent:

Cynthia Laughlin

BEFORE ME, the undersigned authority, this day appeared Cynthia Laughlin who is personally known to me or who showed N/A as identification affirms that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 14 day of September 1995.

W. L. Allen
Notary Public, State of Florida
My Commission Expires:



ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: CLR FITNESS, INC.

SECOND: The date dissolution was authorized: April 18, 1997

THIRD: Adoption of Dissolution:

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 4th day of June 1997

SIGNATURE

Cynthia L. Laughlin

Cynthia L. Laughlin
(Typed or printed name)

President
(Title)