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January 5, 2000

Secretary of State
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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-01/07/00--01077--001
*****43.75 *****43.75

Re: South Florida Fitness, Inc.
Articles of Dissolution
Our File No.: 1175-01

Dear Sir or Madam:

Enclosed please find Articles of Dissolution of South Florida Fitness, Inc. for filing along with this firm's check in the amount of \$43.75 for payment of the filing fees and fees for a certified copy. Please forward a certified copy to my office at your earliest convenience.

If you have any questions or need any additional information, please do not hesitate to contact my secretary, Cindy, at the above number, extension 3.

Very truly yours,


ROBERT M. DONLON

Diss
1-18-00
DJS

cml

Enclosures

FILED
00 JAN -7 AM 10:58
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
SOUTH FLORIDA FITNESS, INC.

FILED
00 JAN -7 AM 10:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is SOUTH FLORIDA FITNESS, INC.

ARTICLE II
DATE OF DISSOLUTION

By the unanimous consent of its Board of Directors and its shareholders, these Articles of Dissolution were authorized on November 19, 1999, and the Vice President of the Corporation, MARK SIMMONS, was directed to file these Articles on behalf of the Corporation.

ARTICLE III
APPROVAL OF SHAREHOLDERS

The shareholders of the Corporation unanimously approved dissolution of the Corporation, and such vote was sufficient under the Articles of Incorporation and By-laws of the Corporation.

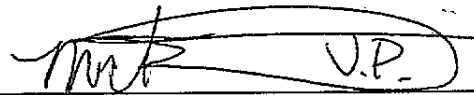
ARTICLE IV
VOTING GROUPS

Voting by the voting groups is not required for approval of dissolution.

ARTICLE V
EFFECTIVE DATE

These Articles of Dissolution shall be effective upon their filing with the Florida Department of State.

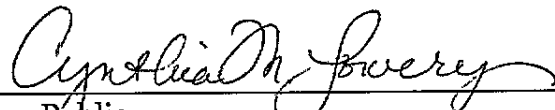
IN WITNESS WHEREOF, the Vice President of the Corporation, MARK SIMMONS, having the authority to execute these Articles of Dissolution, has set forth his hand and seal on this 19th day of November, 1999.

 V.P.

MARK SIMMONS, as Vice President
of South Florida Fitness, Inc.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of November, 1999 by MARK SIMMONS, who is personally known to me or who has produced a driver's license as identification.



Notary Public
Print Name: Cynthia M. Lowery
(Seal)

