

ARTICLES OF INCORPORATION

OF

OCALA FITNESS CONNECTION, INC.

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

OCALA FITNESS CONNECTION, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and its registered office shall be:

**1811 SE Fort King
Ocala, Florida 34471**

and the name of its initial Registered Agent at such address shall be:

RANDALL E. ALVORD

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CLERK OF STATE
TALLAHASSEE, FLORIDA

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

RANDALL E. ALVORD
1811 SE Fort King
Ocala, FL 34471

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this 10 day of January, 1996.



RANDALL E. ALVORD

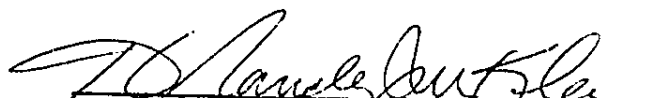
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared RANDALL E. ALVORD (✓) who is personally known to me or produced _____ as identification who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 10 day of January, 1996.



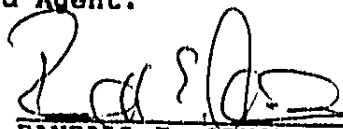
H. RANDOLPH KLEIN
MY COMMISSION # CC284771 EXPIRES
June 12, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida

My commission expires:

Having been named Registered Agent of OCALA FITNESS CONNECTION, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.



RANDALL E. ALVORD
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA