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***122.50 ***122.50

TRANSMITTAL LETTER

DATE: MARCH 22, 96

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

SUBJECT: PREMIER FITNESS, INC.

ENCLOSED IS AN ORIGINAL AND A COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$ 122.50.

FROM: *Wesley S. Harrell*
WESLEY HARRELL

11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

FILED
96 MAR 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR 25 AM 9:18
DIVISION OF CORPORATIONS

Will wait

596A00013450

REGISTER MAR 25 1996

ARTICLES OF INCORPORATION
OF

PREMIER FITNESS, INC.

FILED
96 MAR 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF
FORMING A CORPORATION UNDER THE FLORIDA BUSINESS
CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING
ARTICLES OF INCORPORATION:

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE: PREMIER FITNESS, INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS
OF THIS CORPORATION SHALL BE:

11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

100,000 SHARES OF COMMON STOCK, HAVING
A PAR VALUE OF \$ 1.00 PER SHARE

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE V - INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION IS ARE:

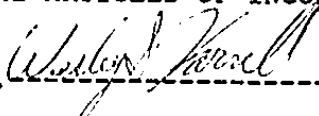
WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE VI - BOARD OF DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTORS ARE:

1. WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612
- 2.
- 3.

THE UNDERSIGNED INCORPORATOR (S) HAS (HAVE) EXECUTED
THE ARTICLES OF INCORPORATION THIS MARCH 22, 1996


1. -----SIGNATURE

2.-----SIGNATURE

3.-----SIGNATURE

REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.



WESLEY HARRELL
REGISTERED AGENT

FILED
96 MAR 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA