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GRANVEL S. KIRKLAND

ATTORNEY AT LAW

ONE MACCLENNY AVENUE

MACCLENNY, FLORIDA 32063

TELEPHONE 780-3101

JACKSONVILLE (TOLL FREE)

800-4501

March 26, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

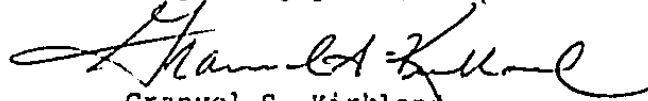
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Gentlemen:

Enclosed herein is the original and two copies of the Articles of Incorporation of the corporation known as Prime Fitness, Inc. which I would appreciate your filing in accordance with the law. Please endorse on one copy the evidence of filing and return the same to me. The other copy is for the filing of the initial registered office and initial registered agent.

Also enclosed is my check in the amount of \$122.50 for the filing fees.

Very truly yours,


Granvel S. Kirkland

GSK/mak

Enclosures

FILED
66 FEB -1 PM 4:25
TALLAHASSEE, FLORIDA

D. BROWN APR - 8 1996

ARTICLES OF INCORPORATION
OF
PRIME FITNESS, INC.

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TALLAHASSEE, FLORIDA

1. The name of the corporation shall be PRIME FITNESS, INC.

2. The general matter of the business to be conducted by the corporation shall be:

(a) Operation of a fitness center and any other lawful enterprise.

(b) To purchase, or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any tradenames, trademarks, concessions, inventions, formulae, improvements processes of any nature whatsoever, copyrights and letter patent of the United States, or foreign countries, and to accept and grant licenses thereunder.

(c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing and whether created by or under the laws of the State of Florida or otherwise, and while owners of any of the said shares of capital stock or bonds or other property to exercise all the

rights, powers and privileges of ownership of every kind and description including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as a natural person might or could be.

(d) To purchase, hold, sell and reissue the shares of its own capital stock.

(e) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, goodwill and assets of any person, firm association or corporation (either foreign or domestic) engaged in business of the same general character as that for which this corporation is organized.

(f) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also guarantee and secure the payment and satisfactions of interest on obligations and of dividends on shares of the capital stock of the other corporations, also to assume the whole or any part of the liabilities existing or prospective, of any person, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, enhancement of the value of such stocks, bonds, or other obligations.

(g) To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

(h) Without in particular limiting any of the objects and power of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to do all things hereinbefore enumerated, and also to issue and exchange stocks, bonds, and other obligations in payment for property purchased or acquired by it, or for any other object in and about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds, or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(i) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interest of the corporation or enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all powers conferred by the laws of Florida

upon corporations formed under the act pursuant to and under which this corporation is formed.

3. The amount of stock authorized shall be 7,500 shares of common stock with a par value of \$1.00 per share.

4. The amount of capital with which the corporation shall begin business shall be \$500.00.

5. The corporation shall have perpetual existence.

6. The street address of the corporation's initial principal office shall be 8535 Baymeadows Road, Suite 31, Jacksonville, Florida 32256.

7. The name of its registered agent shall be Jared Kirkland, having the same address as the corporation as set forth above.

8. The number of directors of the corporation shall be fixed from time to time by the By-Laws, and the number may be altered as therein provided. In cases of any increase in the number of directors, the additional directors shall be elected as provided by the By-Laws, by the directors, or by the stockholders at any annual or special meeting. In case of any vacancy in the Board of Directors, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place is vacant and until his successor shall be duly elected and qualified.

9. In furtherance and not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the corporation.

(b) To remove at any time any officer elected or appointed by the Board of Directors by only the affirmative vote of a majority of the whole Board of Directors. Any other officer or employee of the corporation may be removed at any time by the vote of the Board of Directors, or by any committee or superior officer upon whom such a power of removal may be conferred by the By-Laws or by the vote of the Board of Directors.

(c) To designate, by resolution passed by a majority of the whole board, two or more of their number, to constitute an executive committee, who to the extent provided in said resolution or in the By-Laws of the corporation, shall have and exercise powers of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which might require it. A majority of such committee shall constitute a quorum for the transaction of business.

(d) To designate any other standing committee by the affirmative vote of a majority of the whole board, and such standing committee shall have any and may exercise such powers as shall be conferred or authorized by the By-Laws, including the power to cause the seal of the corporation to be affixed to any papers which may require it.

(e) From time to time, to fix and vary the sum to be reserved over and above its capital stock paid in before declaring any surplus or net profits over and above the stock paid in; to

fix the time declared for any paying for any dividends, and, unless otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of bonds or other obligations or shares of its capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient and neither the stocks, bonds, or other property so acquired shall be regarded as accumulated profits for the purpose of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

(f) From time to time to determine whether and to what extent and what time and place and under what conditions and regulations the accounts and books of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect an account, book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

(g) With the written consent of the holders of two-thirds of its issued and outstanding stock of all classes, without a

meeting, or pursuant to the affirmative vote in person or by proxy of the holders of two-thirds of its issued and outstanding stock of all classes, at any meeting, either annual or special, called as provided by the By-Laws, the Board of Directors, may sell, convey, assign, transfer, or otherwise dispose of any part of or all of the property, assets, rights and privileges of the corporation as an entirety, for the stocks, bonds, obligations or other securities of another corporation of this or any other state, territory, colony, or foreign country, or for cash or party cash, credit or property, or for such other consideration as the Board of Directors, in their absolute and uncontrolled discretion may determine.

(h) The corporation may, by its By-Laws, confer upon the director powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

10. The name and post office address of the members of the first Board of Directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Granvel S. Kirkland	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256
Margaret A. Kirkland	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256

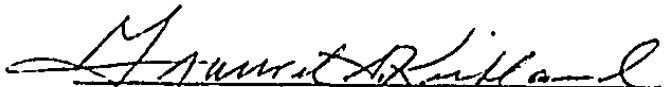
11. The names and post office addresses of the first officers, who unless otherwise provided shall hold office for the first year of existence of the corporation or until their

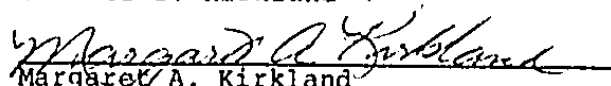
successors are elected or appointed and have qualified, are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Jared O. Kirkland President	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256
Granvel S. Kirkland Vice President	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256
Margaret A. Kirkland Secretary-Treasurer	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256

12. The undersigned hereby subscribe to the Articles of Incorporation and agree to take the number of shares as indicated.

<u>NAME</u>	<u>ADDRESS</u>
Granvel S. Kirkland 250 shares	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256
Margaret A. Kirkland 250 shares	8535 Baymeadows Road, Suite 31 Jacksonville, Florida 32256

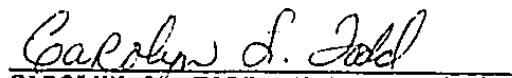

Granvel S. Kirkland


Margaret A. Kirkland

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Granvel S. Kirkland and Margaret A. Kirkland, to me personally known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State last aforesaid this 25th day of March, 1996.


CAROLYN L. TODD, Notary Public

My Commission expires:

-8-

OFFICIAL NOTARY SEAL
CAROLYN L. TODD
COMMISSION NUMBER
CC440953
MY COMMISSION EXPIRES
FEB. 22, 1997

I, Jared O. Kirkland, do hereby accept the appointment as
registered agent for service of PRIME FITNESS, INC.

Jared O. Kirkland
Jared O. Kirkland

FILED
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TALLAHASSEE, FLORIDA