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BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATES

NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1800

100 SOUTH EAST THIRD AVENUE

FORT LAUDERDALE, FLORIDA 33301-3007

WILLIAM H. BENSON, P.A.
BERNARD E. MOYLE, P.A.
STEWART D. CHAMBERS, P.A.
MARK B. RUCCI

KAREN E. EPPSTEIN
HOPE L. PLEVY
EVAN D. PLOTKA
LEE A. WEINTRAUB

MARSHALL J. COOPER, P.A., OF COUNSEL

April 18, 1996

RECEIVED
APR 19 1996
FBI
BIRMINGHAM
BIRMINGHAM (205) 261-4800
DADE (305) 424-3311
PALM BEACH (407) 725-0055
FACSIMILE (305) 424-3300

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-04/19/96--01068--008
*****70.00 *****70.00

Re: Incorporation of FIRST CLASS FITNESS, INC.
Our File No. 96-122

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

FIRST CLASS FITNESS, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed Federal Express Bill and envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Lori Bangor

Lori Bangor
Paralegal for the Firm

Enclosures

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4/24

**ARTICLES OF INCORPORATION
OF
FIRST CLASS FITNESS, INC.**

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is FIRST CLASS FITNESS, INC. whose principal place of business is The Fitness Center at 10101 Collins Avenue, Bal Harbour, Florida 33154.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, NationsBank Tower, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esquire.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

STEVEN FRANCIS
10101 Collins Avenue
Bal Harbour, Florida 33154

GISELLE FRANCIS
10101 Collins Avenue
Bal Harbour, Florida 33154

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.

NationsBank Tower
One Financial Plaza
Suite 1600
Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

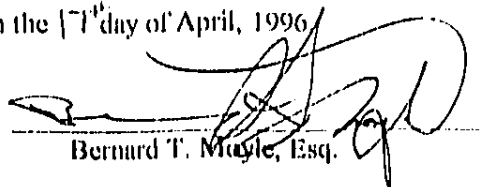
The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 7th day of April, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 7th day of April, 1996

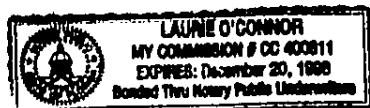

Bernard T. Moyle, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 7th day of April, 1996.




Notary Public, State of Florida

Printed Name: Laurie O'Connor

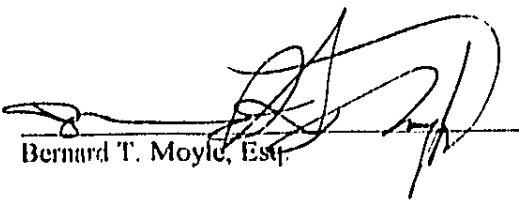
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

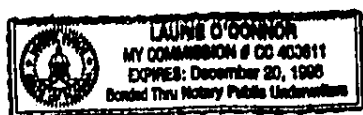
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1993) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Bernard T. Moyle, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 17th day of April, 1996.




Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires: