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May 10, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-05/14/96--01124--006
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed original Article of Incorporation to be filed and given charter numbers along with a copy for date, time stamp and return.

Also enclosed is our check in the amount of \$70.00 to cover the costs of filing.

Please return copy to this office in the envelope provided.

If you should have any questions or need anything further, please do not hesitate to contact our office. Thank you for your cooperation with regard to this matter.

Very truly yours,

Karon Andrick
Karon Andrick
Legal Assistant

MAY 20 1996 BSB

FILED
96 MAY 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INDIANTOWN FITNESS, INCORPORATED

96 MAY 13 PM 2:06

STATE
FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is INDIANTOWN FITNESS, INCORPORATED.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any additional stock after the first offering, by the corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase her or his prorata share thereof, at the

price at which it is offered to others, which price may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 15300 SW Jackson Avenue, Indiantown, Florida 34956.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

ALICE EDWARDS	15182 Chickee Street Indiantown, Florida 34956
PATRICIA BULMER	14788 SW Martin Avenue Indiantown, Florida 34956
ROGER BULMER	14788 SW Martin Avenue Indiantown, Florida 34956

ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

ALICE EDWARDS 15182 Chickee Street
 Indiantown, Florida 34956

PATRICIA BULMER 14788 SW Martin Avenue
 Indiantown, Florida 34956

ROGER BULMER 14788 SW Martin Avenue
 Indiantown, Florida 34956

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a majority vote of the Shareholders.

ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made to that shareholder by any person whomsoever. Said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of written notification by the shareholder of his or her desire to alienate the share(s), unless a written extension of time is granted to the Corporation.

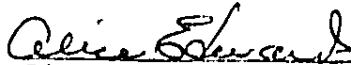
B. If corporation has not rejected nor accepted the option within the 45 day period, the corporation shall be deemed to have rejected the offer to purchase the shares, unless the written extension has been granted. If the Corporation has rejected the offer, then the other shareholders shall then have the right to likewise exercise a 45 day option to purchase the share(s), using the same formula for price as is set forth immediately above.

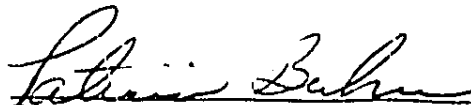
C. If neither the corporation nor the other shareholders exercise their option within the proper time frame, the shareholder desiring to alienate his or her shares may do so freely, at any price or for any consideration the shareholder seeking to alienate the shares may be able to obtain.


ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is PORTIA B. SCOTT, 216 Martin Avenue, Stuart, Florida 34996.

IN WITNESS WHEREOF, We, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2/14 day of May, 1996.


Signature
Alice Edwards


Signature
Patricia Bulmer


Signature
Roger Bulmer

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this

_____ day of May, 1996, by Alica Edwards, (✓) who is personally known to me or () who has produced _____ as identification, and who () did (✓) did not take an oath.

Notary Public

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this _____ day of May, 1996, by Patricia Bulmer, (✓) who is personally known to me or () who has produced _____ as identification, and who () did (✓) did not take an oath.

Notary Public

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this _____ day of May, 1996, by Roger Bulmer, (✓) who is personally known to me or () who has produced _____ as identification, and who () did (✓) did not take an oath.

Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of INDIANTOWN FITNESS, INCORPORATED

DATED this 4th day of May, 1996.

PORTIA B. SCOTT
Registered Agent