

P96000051157

OCEAN FITNESS INC.
1624 N. FEDERAL HIGHWAY
FT. LAUDERDALE, FL. 33305

FILED
JUN 15 PM 3:36
TALLAHASSEE, FLORIDA

June 12, 1996

Florida Department of State
Division of Corporations
Tallahassee, Florida 32314

000001861820
-06/14/96--01020--018
***122.50 ***122.50

Re: Ocean Fitness Inc.
1624 N. Federal Highway
Ft. Lauderdale, Florida 33305

Gentlemen:

Enclosed herewith please find two copies of Articles of Incorporation for the above captioned new corporation. Please stamp one and return to this office.

I am also enclosing my check in the amount of \$122.50 representing the filing fees required.

Thanking you for your attention to this matter, I am

Yours truly,

OCEAN FITNESS, INC.

ROBERT M. ROSELLI
PRESIDENT

RMR/ck

**ARTICLES OF INCORPORATION
OF**

OCEAN FITNESS, INC.

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RECEIVED
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of proposed corporation is:

OCEAN FITNESS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares which the corporation shall have the authority to issue is one hundred (100) shares of common stock at a par value of One Dollar (\$1.00).

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the corporation at a meeting called for that purpose.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence business on the date that these articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the corporation shall be at:

1624 North Federal Highway, Ft. Lauderdale, FL 33305

ARTICLE VI - DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time By-Laws adopted by Stockholders, but shall never be less than one.

The name and post office address of the initial Director is:

Robert M. Roselli - 1624 N. Federal Highway
Ft. Lauderdale, FL 33305

ARTICLE VII - INCORPORATOR

The name and post office address of the incorporator hereto is:

Robert M. Roselli - 1624 N. Federal Highway
Ft. Lauderdale, FL 33305

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation has designated the following as the Registered Agent for the corporation, pursuant to Florida Statutes, to-wit: Robert M. Roselli, 1624 N. Federal Highway, Ft. Lauderdale, FL 33304

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, on this 11 day of June, I the undersigned, Robert M. Roselli, has designated to act as registered agent and hereby agree to act in this capacity.


Robert M. Roselli

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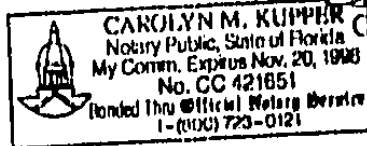
STATE OF FLORIDA)
COUNTY OF BROWARD)

FILED
COUNTY OF BROWARD
FLORIDA

I HEREBY CERTIFY that on this date before me, the undersigned authority personally appeared Robert M. Roselli, who, after being duly sworn by me on oath, acknowledged that he agreed and consented to act as Registered Agent for the corporation.

SWORN TO AND SUBSCRIBED before me this 11 day of June, 1996.

My Commission Expires:



IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have unto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 11 day of June, 1996.


Robert M. Roselli

STATE OF FLORIDA)
COUNTY OF BROWARD)

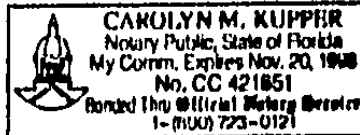
I HEREBY CERTIFY that on this date before me, the undersigned authority personally

appeared Robert M. Roselli, who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledges that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me this 11 day of June, 1996.


Carolyn M. Kupper - Notary Public

My Commission Expires:



DEBIT MEMORANDUM

TO :
DEPARTMENT OF STATE

FOR OFFICIAL USE
DATE: 06/25/96 NUMBER: 0077

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,978.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,978.75	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	2	35.00
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	4	208.75
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	575.00
12	45-20-2-130001-45300000-00-000100-00	1	583.75

GRAND TOTAL: \$ 1,978.75

700077-C

Process Date: 06/25/96

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****137.50 ****137.50

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer