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CUSTOMER NO: 80289A

CUSTOMER: Frank C. Whigham, Esq
STENSTROM MCINTOSH JULIAN
COLBERT WHIGHAM & SIMMONS
Sunbank Building
200 First Street, Suite 22
Sanford, FL 32771

DOMESTIC FILING

NAME: NANCY WALSH'S JAZZERCISE
FITNESS CENTER OF SANFORD,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

cf 6/21/96

ARTICLES OF INCORPORATION

OF

NANCY WALSH'S JAZZERCISE FITNESS CENTER OF SANFORD, INC.

ARTICLE I - NAME

The name of this corporation is NANCY WALSH'S JAZZERCISE FITNESS CENTER OF SANFORD, INC. located at 1170 State Street, Sanford, Florida '3.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this

corporation in 5735 North Road, Sanford, Florida 32771, and the name of the initial Registered Agent of this corporation located at that address is WILLIAM McQUATTERS.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NANCY WALSH	1170 State Street Sanford, FL 32773
JERRY WALSH	1170 State Street Sanford, FL 32773
WILLIAM McQUATTERS	5735 North Road Sanford, FL 32771

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

NANCY WALSH	1170 State Street Sanford, FL 32773
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ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

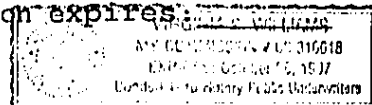
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30 day of June, A.D., 1996.

Nancy Walsh
NANCY WALSH

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by NANCY WALSH, personally known to me, this 30 day of June, A.D., 1996.

Virginia S. Williams
Notary Public
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

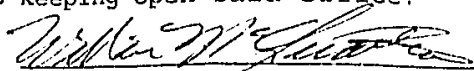
NANCY WALSH'S JAZZERCISE FITNESS CENTER OF SANFORD, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That BANCY WALSH'S JAZZERCISE FITNESS CENTER OF SANFORD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1170 State Street, Sanford, Florida 32773 has named WILLIAM McQUATTERS, located at 5735 North Road, Sanford, County of Seminole, State of Florida 32771, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM McQUATTERS