

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

D & L FITNESS, INC.

FILED

96 JUL 26 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is D & L FITNESS, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated.

ARTICLE III

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial registered office of this corporation is 1306 Brewster Place, Stuart, Florida 34997, and the name of the initial Registered Agent of this corporation at such address is DOUGLAS G. ADAMS. The corporation's principal office and mailing address are the same as the initial registered office address.

ARTICLE V

This corporation shall have one (1) director initially. The name and address of the initial Director is:

DOUGLAS G. ADAMS
1306 Brewster Place
Stuart, Florida 34997

The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1).

ARTICLE VI

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

DOUGLAS G. ADAMS
1306 Brewster Place
Stuart, Florida 34997

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at North Palm Beach, Florida on this 25th day of July, 1996.



DOUGLAS G. ADAMS

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

FILED
96 JUL 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, duly appeared **DOUGLAS G. ADAMS**, who is personally known to me and who after being duly sworn, deposes and states that he has executed the foregoing Articles of Incorporation for the purposes therein expressed.

DATED this 25th day of July, 1996.



Mary Ellen McCarthy
MY COMMISSION # CC522078 EXPIRES
JANUARY 2, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

Mary Ellen McCarthy

Notary Public

My commission expires:

ACCEPTANCE:

I agree as Registered Agent to accept service of process and to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in the office as required by law.

Douglas G. Adams

DOUGLAS G. ADAMS
Registered Agent

PR0000062633

December 29, 1996

8000002077559--9
-02/04/97--01174--026
*****70.00 *****35.00

Corporate Filings
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

3000002044083--7
-01/03/97--01030--006
*****35.00 *****35.00

re: D&L Fitness, Inc.
Resignation of Officers / Directors

*resignation
of officer*

Dear Sir or Madam:

Please find enclosed the resignations of George Adams, Lori Adams and Lorette Adams from officerships and directorships in the above corporation. A check for \$35.00 to cover the update is included herewith.

Please call should you have any questions. Thank you for your assistance.

Respectfully yours,

[Signature]
John T. Paxman
For the Firm

Enclosures (4)

C. TAX _____
A. AGENT FEE 35
C. FEE _____
TOTAL 35
N. FEE _____
BALANCE DUE _____
REFUND _____

Name	1/28/97
Address	
County	
Update	
Update	
Verify	
Acknowledgement	
W.P. Verifier	

97 JAN -3 PM 5 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00671

September 1, 1996

FILED
97 JAN -3 PM 3 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby resign all officerships and directorships which I may have in the corporation D&L Fitness, Inc.
effective immediately.

Loretta Adams

Loretta Adams

December 29, 1996

*Resignation
of Officers*

Corporate Filings
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

~~380002044883~~ 7

~~01/03/97--01030--086~~
*****35.00 *****25.00

re: D&L Fitness, Inc.
Resignation of Officers / Directors

~~100002077571~~ 3

~~02/04/97--01174--026~~
*****70.00 *****35.00

Dear Sir or Madam:

Please find enclosed the resignations of George Adams, Lori Adams and Lorette Adams from officerships and directorships in the above corporation. A check for \$35.00 to cover the update is included herewith.

Please call should you have any questions. Thank you for your assistance.

Respectfully yours,

[Signature]
John T. Paxman
For the Firm

Enclosures (4)

C. TAX 35
FILING 35
C. COPY 35
TOTAL 35
N. BANK 35
BAL. VCC. DUE 35
REFUND 35

FILED
97 JAN -3 PM 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

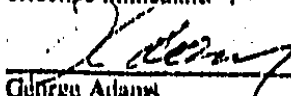
Availability	1/28/97
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Update Verifier	<i>[Signature]</i>
Assign/acceptance	<i>[Signature]</i>
W.D. Verifier	<i>[Signature]</i>

#00789 00524 00671

September 1, 1996

FILED
97 JAN -3 PM 3 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby resign all officeships and directorships which I may have in the corporation D&L Fitness, INC.
effective immediately.


George Adams

December 29, 1996

*Resignation
of
Officer*

300002044083--7
-01/03/97--01030--006
*****35.00 *****35.00

Corporate Filings
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

re: D&L Fitness, Inc.
Resignation of Officers / Directors

Dear Sir or Madam:

Please find enclosed the resignations of George Adams, Lori Adams and Lorette Adams from officerships and directorships in the above corporation. A check for \$35.00 to cover the update is included herewith.

Please call should you have any questions. Thank you for your assistance.

Respectfully yours,

[Signature]
John T. Paxman
For the Firm

Enclosures (4)

FILED
JAN -3 PM 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My name	1/28/97
Address	
Enclosed	1000
Excluded	
Update	00524000671
Update	
Verifier	1000
Acknowledgment	1000
W.P. Verifier	1000

1601 FORUM PLACE, SUITE 801
WEST PALM BEACH, FLORIDA 33401
PHONE 561.712.8700
FAX 561.712.8701



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

John T. Paxman, Esq.
1601 Forum Place
Suite 801
West Palm Beach, FL 33401

SUBJECT: D & L FITNESS, INC.
Ref. Number: P96000062638

We have received your document for D & L FITNESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You will need to file a separate resignation for each officer resigning from the corporation. The resignation letters need to state that the corporation has been notified in writing of the resignation. I have enclosed a resignation of officer form that you may fill out and return to us for each officer resigning. The filing fee is \$35.00 for each officer resigning. Please send an additional \$70.00 when you resubmit the documents. You may change the officers on your 1997 annual report instead of filing the resignation of officer forms.

If you have any questions concerning the filing of your document, please call (904) 497-6907.

Annette Hogan
Corporate Specialist

Letter Number: 497A00002585

DIVISION OF CORPORATIONS

97 JAN 24 AM 9:07

RECEIVED

September 1, 1996

FILED
97 JAN -3 PM 3 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby resign all officerships and directorships which I may have in the corporation D&L Fitness, Inc. effective immediately.

Lori Adams
Lori Adams