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August 15, 1996

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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of 21ST CENTURY FITNESS, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd #302, W. Melbourne, FL 32904.

Thank you for your assistance in this matter.

Sincerely,



Dr. Joseph Fricano

8/26/96

TD

FILED
95 AUG 22 10 35:21
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
21ST CENTURY FITNESS, INC.

FILED
95 JUN 22 PM 9:21
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
21ST CENTURY FITNESS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

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

ARTICLE V. 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 (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Accent Business and Secretarial Services, Inc., 3010 S. Babcock Street, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is VICKIE PERKINS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished 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:

DR JOSEPH FRICANO
101 Main Street, Box Q
Philmont, New York 12565

MS MARYANN FRICANO
101 Main Street, Box Q
Philmont, New York 12565

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at Accent Business and Secretarial Services, Inc., 3010 S. Babcock St., Melbourne, Florida 32901 and the mailing address of the corporation is c/o Accent Business and Secretarial Services, Inc., 3010 S. Babcock St., Melbourne, Florida 32901.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DR JOSEPH FRICANO
101 Main Street, Box Q
Philmont, New York 12565

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of August, 1996.


DR JOSEPH FRICANO
Subscriber

STATE OF NEW YORK
COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DR JOSEPH FRICANO to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of August, 1996.


Notary Public

KRISTA DARCIA
Notary Public, State of New York
Qualified in Columbia County
Commission Expires Sept. 13, 1997

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That 21ST CENTURY FITNESS, INC., desiring to organize
under the laws of the State of Florida, with its principal
office at c/o Accent Business and Secetarial Services, Inc.,
3010 S. Babcock Street, Melbourne, Brevard County, Florida
32901, has named VICKIE PERKINS, located at 3010 S. Babcock
Street, Melbourne, Florida 32901, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.

Vickie Perkins

VICKIE PERKINS
Registered Agent