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Philip A. McLeod, Esq.  
540 Fourth Street North  
St. Petersburg, Florida 33701  
Ph: (813) 823-2527  
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RECEIVED  
FITNESS, INC.  
AUG 22 1996

August 22, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32301

600001931936  
-08/26/96--01022--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Rx: FITNESS, Inc.

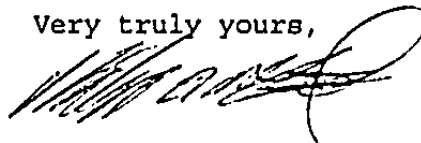
Dear Sir or Madam:

I enclose herewith the following documents for the Corporation entitled, "Rx: Fitness, Inc.": original and one (1) copy of the Articles of Incorporation, Certificate of Registered Agent and our check in the amount of \$122.50 to be applied for the incorporation.

Please forward the certified copy of the Articles of Incorporation to the attention of the undersigned at the above address.

Thank you for your cooperation in this matter, I remain

Very truly yours,



Philip A. McLeod

8/27/96  
TB

PAM/mp  
Enclosure  
cc: Karen C. Lenhart

ARTICLES OF INCORPORATION OF  
Rx: FITNESS, INC.

ARTICLE I - NAME

The name of this Corporation is Rx: FITNESS, Inc., a Florida Corporation.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 375 83rd Avenue North, St. Petersburg, Pinellas County, Florida, 33701, and the name of the initial registered agent of this Corporation is Philip A. McLeod, whose address is 540 Fourth Street North, St. Petersburg, Florida, 33701.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of capital stock. The Corporation is not authorized to issue additional classes of shares, preferred or special class series shares. Shareholders shall be granted full preemptive rights.

ARTICLE IV - INCORPORATOR

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

Karen C. Lenhart, M.D., 375 83rd Avenue North, St. Petersburg, Florida, 33701.

ARTICLE V - MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by its shareholders for such period of time that it has 35 or fewer shareholders. At such time as the Corporation exceeds the foregoing limitation, the corporation shall be managed by a Board of Directors as set forth in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 20th day of August, 1996.

Karen C. Lenhart  
Karen C. Lenhart, M.D.  
(Incorporator)

STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 20th day of August, 1996 by KAREN C. LENHART, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC:

sign: Gail L. Langlais  
print: GAIL L. LANGLAIS  
State of Florida at Large  
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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said act:

First, That Rx: FITNESS, Inc., a Florida Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Petersburg, County of Pinellas, State of Florida, has named Philip A. McLeod, Esq., whose address is 540 Fourth Street North, St. Petersburg, Pinellas County, Florida, 33701 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:   
Philip A. McLeod, Esq.  
Registered Agent