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FILED

96 AUG 29 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/1/96

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100001995731
-00/29/96---01054---011
***122.50 ***122.50

SUBJECT: Incorporation of Health Club Development, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for Health Club Development, Inc. and a check for the amount of \$ 122.50 payable to the Florida Secretary of State for the filing fee.

FROM: DARL D. FERGUSON
2000 North Congress Avenue # 208
West Palm Beach, Florida 33409
(407) 687-4758

PK
9/4/96

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56 AUG 29 PM 3:30

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH CLUB DEVELOPMENT, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I.

The name of this corporation shall be Health Club Development, Inc.

ARTICLE II.

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

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000), which shall be at a par value of TEN DOLLARS (\$10.00).

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property, labor or services may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

ARTICLE IV.

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

This corporation shall have perpetual existence unless sooner dissolved pursuant to law.

ARTICLE VI.

The initial address of the principal office of this corporation in the State of Florida is 13253 St. Tropez Circle, Palm Beach Gardens, Florida 33410, with privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries. The incorporators of this corporation are Kent R. Lafleur and Patrice A. Lafleur being located at the business address of 13253 St. Tropez Circle, Palm Beach Gardens, Florida 33410.

ARTICLE VII.

The names and street addresses of the initial officers are:
Registered Agent:

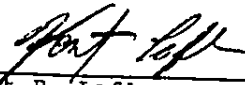
DARL D. FERGUSON, 2000 North Congress Avenue # 208, West Palm Beach, Florida 33409

President:

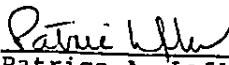
KENT R. LAFLEUR, 13253 St. Tropez Circle, Palm Beach Gardens, Fl. 33410

Secretary & Treasurer:

PATRICE A. LAFLEUR, 13253 St. Tropez Circle, Palm Beach Gardens, Florida 33410


Kent R. Lafleur
President

8/23/96
Date


Patrice A. Lafleur
Secretary & Treasurer

8/23/96
Date


Darl D. Ferguson
Registered Agent

8/23/96
Date

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

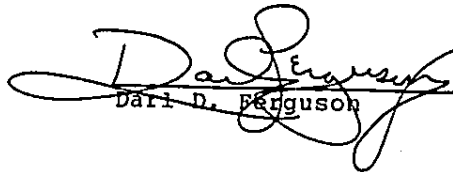
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TALLAHASSEE, FLORIDA

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

First --- That HEALTH CLUB DEVELOPMENT, INC., desiring
to organize under the laws of the State of Florida with its
principle office, as indicated in the Articles of Incorporation
at 13253 St. Tropez Circle, Palm Beach Gardens, Florida 33410,
County of Palm Beach, State of Florida has named DARL D.
FERGUSON who is located at 2000 North Congress Avenue # 208,
West Palm Beach, Florida 33409, State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby am familiar with and accept the duties
and responsibilities as registered agent for said corporation.


Darl D. Ferguson
8/23/96
Date