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MICHAEL P. WEISBERG  
Attorney at Law  
4th FLOOR, 1840 CORAL WAY  
MIAMI, FLORIDA 33145  
(305) 854-0990

August 20, 1996

100001933391  
-08/27/96--01134--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

EFFECTIVE DATE  
*P-6-96*

100001933391  
-08/27/96--01134--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: S & S Total Fitness, Inc.  
Our File No. 1336

Dear Sirs:

Enclosed please find Articles of Incorporation of the above captioned corporation, together with our check in the amount of \$70.00, representing the filing fee thereof.

If same is in order, I would appreciate your returning a certified copy to us.

Very truly yours,

*[Signature]*  
MICHAEL P. WEISBERG

MPW:nc  
Enc.

*8.15.96 is listed  
eff. date - batch  
dat 8.24*

FILED  
56 SEP 10 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W-18180  
KR 8-29  
9-10-96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 29, 1996

MICHAEL P WEISBERG, ESQ.  
1840 CORAL WAY  
4TH FLOOR  
MIAMI, FL 33145

SUBJECT: S & S TOTAL FITNESS, INC.  
Ref. Number: W96000018180

We have received your document for S & S TOTAL FITNESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 096A00040896

ARTICLES OF INCORPORATION  
OF

S & S TOTAL FITNESS, INC.

EFFECTIVE DATE  
9-16-96

FILED  
SEP 16 1996  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is S & S TOTAL FITNESS, INC.

The principal office of the corporation is at 8384 S.W. 187th Terrace, Miami, Fl 33157.

ARTICLE II - Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital

The corporation is authorized to issue  
shares of 1000 Dollar (\$ 1.00 ) par value common stock.

Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time

by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have One ( 1 ) directors initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial Director who shall hold office until successor who shall be chosen at the first meeting of the shareholders has qualified shall be:

#### NAME

#### ADDRESS

MICHAEL P. WEISBERG

8384 S.W. 187th Terrace  
Miami, Florida 33157

ARTICLE VI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - Amendment

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

ARTICLE VIII- Incorporator

The name and address of the subscriber to these Articles of Incorporation

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL P. WEISBERG	8384 S.W. 187th Terrace Miami, Fl 33157

ARTICLE IX - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 8384 S.W. 187th Terrace, Miami, Fl 33157 and the name of the initial registered agent at that address is MICHAEL P. WEISBERG

IN WITNESS WHEREOF, the undersigned as incorporator  
do 2 hereby execute these Articles of Incorporation  
this 26 day of August, 1996.  
Soliver

M. P. Weisberg (SEAL)  
MICHAEL P. WEISBERG  
M. P. Weisberg (SEAL)

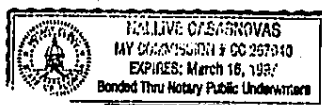
STATE OF FLORIDA     }  
COUNTY OF DADE     } ss

BEFORE ME, the undersigned authority, an officer duly  
authorized to administer oaths and take acknowledgments  
personally appeared Michael P. Weisberg  
known to me and known by me to be the person who executed  
the foregoing Articles of Incorporation, and he acknowledged  
before me that he executed the same freely and voluntarily  
and for the purposes therein expressed.

WITNESS my hand and official seal this 26 <sup>NC</sup> day of  
August, 1996, at Miami, Dade County, Florida.  
Soliver

Nallive Casasnovas  
NOTARY PUBLIC, State of Florida at Large •

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST THAT *S & S Total Fitness, Inc.*

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
MIAMI, STATE OF FLORIDA, HAS NAMED *Michael P. Weisberg*  
LOCATED AT *8384 SW 187 Terrace, Miami, FL 33157*  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: *Registered Agent*

DATE: *8/15/96* *9/6/96*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

*Registered Agent*

DATE: *8/15/96*  
*9/6/96*

FILED  
96 SEP 10 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA