UNANCIAL ACCOUNTING SERVICES

425 West Colonial Drive Suite 101 Orlando, Florida 32804

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New Filings Section Division of Corporations P.O. Box 6327 Tallahassee, Fl, 32314

Dear Ms. Freida Chesser:

Attached please find The Articles of Incorporation for:

TUTAL FITNESS CLUB, INC

and check # 5479 for \$ /22.50 covering the various fees.

Respectfully,

AZINA KANJI

****122.50 ****122.50

Encl.

SEP 1 7 1996 F. OHESSEN

Tel: (407) 423-2371

Fax: (407) 423-2371

ARTICLES OF INCORPORATION

OF

TOTAL FITNESS CLUB, INC.



The undersigned, for the purpose of forming a corporation under the Florida Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation shall be:

TOTAL FITNESS CLUB. INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK-

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, it's permanant mailing address and principle place of business shall be:

306 N. NOVA ROAD, ORMOND BEACH, FL. 32174

The initial registered agent shall be:

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BRIAN CARTER

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders.

ARTICLE SEVEN

BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors are:

BRIAN CARTER, 306 N. NOVA ROAD, ORMOND BEACH, FL. 32174 GERI NEITZKE, 306 N. NOVA ROAD, ORMOND BEACH, FL. 32174

ARTICLE EIGHT

OFFICERS

The initial officers of the Corporation shall be:

PRESIDENT: BRIAN CATER SECRETARY: BRIAN CARTER V. PRESIDENT: GERI NEITZKE

ARTICLE NINE

CERTIFICATE OF REGISTERED AGENT

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

BRIAN CARTER 306 N. NOVA ROAD, ORMOND BEACH, FL. 32174

BRIAN CARTER

I do hereby accept designation as Registered Agent.

BRIAN CARTER

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STATE OF FLORIDA

COUNTY OF ORANGE

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 BRIAN CARTER before me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

AZINA KANJI My Comm Exp. 4/18/00 Bonded By Service Ins No. CC548547