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HOPE STRONG III
ATTORNEY AT LAW
WINTER PARK, FLORIDA

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8 October 1996

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001970428
-10/10/96--01037--013
***122.50 ***122.50

Re: Park Avenue Fitness, Inc.

Gentleman:

I enclose herewith the original and one copy of the **ARTICLES OF INCORPORATION** for the above named corporation, along with my check in the amount of \$ 122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00

Please certify the copy after Articles of Incorporation are filed and return to the undersigned

Very truly yours,

Hope Strong III

HS/adj
encl.
File #2221

FILED
96 OCT 10 AM 9:49
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

OCT 10 1996

The Letter of the Law killeth but the Spirit giveth Life

ARTICLES OF INCORPORATION

OF

PARK AVENUE FITNESS, INC.

FILED

96 OCT 10 AM 9:49

RECEIVED
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator has associated himself together, and does hereby certify that he associates himself together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of this corporation shall be PARK AVENUE FITNESS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be fitness training and all other activities permitted under the laws of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is 1000 shares of common stock having no par value.

ARTICLE IV

The holders of common stock shall be entitled to preemptive rights.

ARTICLE V

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation, provided, however, that these Articles are filed with the Department of State within five days thereof, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall begin from the date of such filing with the Department of State. The corporation shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The street address of the initial principal office of this corporation shall be 249 Robin Road, Altamonte Springs, Florida 32701, and, if different, the mailing address of this corporation

is: (same).

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

ARTICLE VIII

The names and street addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

<u>NAME</u>	<u>STREET ADDRESS</u>
CHRISTOPHER F. COSENTINO	249 Robin Road Altamonte Springs, Fl. 32701
WALKER SHEARMAN	9008 Lake Charity Drive Maitland, Fl. 32751

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation is follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
CHRISTOPHER F. COSENTINO	249 Robin Road Altamonte Springs, Fl. 32701

ARTICLE X

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

ARTICLE XI

In furtherance and not in limitation of the powers conferred

by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statute or restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director, or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Articles III and IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV

Certificate Designating Place of Business
or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom
Process May be Served and Designation of
Registered Office and Registered Agent

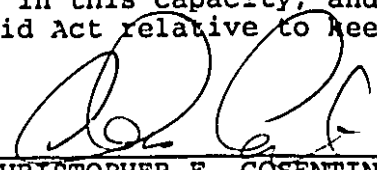
In pursuance of Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said

Act:

FIRST: That PARK AVENUE FITNESS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in Article VI, has named CHRISTOPHER F. COSENTINO as its agent to accept service of process within this state.

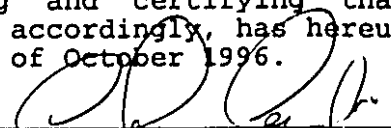
SECOND: The registered agent of this corporation shall be CHRISTOPHER F. COSENTINO who shall maintain his registered office at 249 Robin Road, Altamonte Springs, Florida 32701.

THIRD: 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 agree to comply with the provision of said Act relative to keeping open said office.

By: 

CHRISTOPHER F. COSENTINO
Registered Agent

THE UNDERSIGNED, being the original subscriber to the capital stock hereinbefore named, for the purposes of forming a corporation to do business within the State of Florida, makes, subscribes, acknowledges and files these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true and accordingly, has hereunto set his name and seal this the 8th day of October 1996.

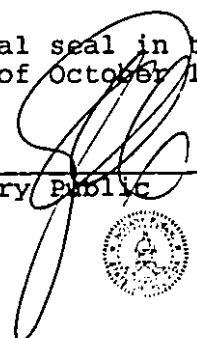

CHRISTOPHER F. COSENTINO

[SEAL]

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 CHRISTOPHER F. COSENTINO personally known to me to be the person described in and who executed the foregoing Articles of Incorporation as subscriber to those Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State named above, this the 8th day of October 1996.


Notary Public



Hope Strong, III
MY COMMISSION # 00557722 EXPIRES
September 6, 2000
BONDED TRISTY TROY FAIN INSURANCE CO.

64-15-111

64-15-111