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October 9, 1996

The Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: PARAGON HEALTH & FITNESS, INC.

700001980107--8  
-10/18/96--01064--010  
\*\*\*\*122.50 \*\*\*\*122.50

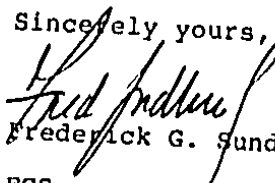
Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced. Also enclosed is our check in the amount of \$122.50 to cover your fee for filing same.

When the corporation has been filed, please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,

  
Frederick G. Sundheim, Jr.

FGS:mc  
cc: Stephan E. Boehringer  
Enclosures (as stated)  
BIB

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 01-13-2001 BY 6032

OCT 18 1996

ARTICLES OF INCORPORATION  
OF  
PARAGON HEALTH & FITNESS, INC.

ARTICLE I. NAME

The name of this corporation shall be PARAGON HEALTH & FITNESS, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: To operate a health and fitness facility and all other lawful business associated with health and fitness.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having a nominal or par value of one (\$1.00) dollar per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is: 11755 SE Laurel Lane, Hobe Sound, Martin County, Florida. The name of the initial registered agent at such address is: Stephan E. Boehringer.

The principal office of the corporation is: 11755 SE Laurel Lane, Hobe Sound, Florida 33455.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three one.

ARTICLE VII. INCORPORATORS  
INITIAL DIRECTORS

The names and street addresses of the subscribers of these Articles of Incorporation and members of the first Board of Directors are:

Name	Address	Office
Stephan E. Boehringer	11755 SE Laurel Lane Hobe Sound, FL 33455	President/ Secretary/ Treasurer

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

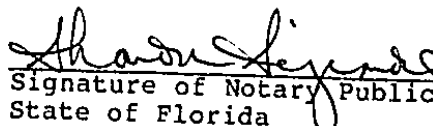
ARTICLE X. PREEMPTIVE RIGHTS

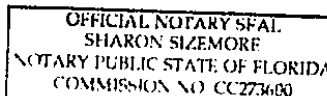
Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

  
Stephan E. Boehringer

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me  
this 16 day of October, 1996, by STEPHAN E. BOEHRINGER.

  
Signature of Notary Public  
State of Florida



Print, type or stamp commissioned  
name of Notary Public  
My commission expires:

Personally known ☒ or produced identification \_\_\_\_\_.  
Type of Identification Produced \_\_\_\_\_.

I, STEPHAN E. BOEHRINGER, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

  
Stephan E. Boehringer

RECEIVED  
OCT 13 AM 9:42  
TALLAHASSEE, FLORIDA