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JACQUELINE I. KURLAND
Elder Law
Estate Wills Estate Planning
SHELDON C. KURLAND
Taxation
Corporations Business Law
Estate Planning

All Principals are Attorneys
and Certified Public Accountants

P97000000975

December 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301-6327

411 001 014 1224 001
01/02/97 0104 0114
***122.50 ***122.50

RE: THE ULTIMATE FITNESS CLUB, INC.

Gentlemen:

Enclosed please find an original and two (2) copies of the Articles of Incorporation together with Resident Agent form for the above-captioned corporation, together with our check in the amount of \$122.50 representing the fee for filing same (\$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent designation). Please file same on our behalf.

Thank you for your attention to this matter.

Very truly yours,

KURLAND AND KURLAND, P.A.


Sheldon C. Kurland
For the Firm

SCK/jik
Enclosures

1/10/97

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95 DEC 31 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE ULTIMATE FITNESS CLUB, INC.

ARTICLE I - NAME

The name of this corporation shall be: THE ULTIMATE FITNESS CLUB, INC. and the principal place of business shall be 201 Southeast Second Avenue, Fort Lauderdale, Florida 33308.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could do, viz: to provide facilities for the health, fitness, and wellness of individuals.

2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount; to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

3. To sell at wholesale and retail and to deal in any manner whatever in all types and descriptions of property; to do all things and engage in all activities necessary and proper or incidental to wholesale and retail business.

4. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works, or erections of every kind and description whatsoever, including the location, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, walls, walls, canals, railroads or street railways, power plants and generally in all classes of building erections and works, both public and private, or integral parts thereof, and gener-

ally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

5. To manufacture, buy, sell, trade and deal in all and every kind of material product, manufactured and unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letters, patent processes, devices, inventions, trademarks, formulas, goodwill, and other rights; to lend money on bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

6. To purchase, acquire, hold, and dispose of stocks, bonds, and other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking, or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) engaged in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, product or property of this company may be used, or of any corporation with which this corporation is or may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stocks, bonds or other obligations of this company.

7. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

8. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws

of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association, or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks and obligations of this company.

9. To purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any other state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

10. To borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

11. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

12. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or incumber real estate or other property, personal or mixed.

13. To buy, sell, and generally trade in, store, carry and transport all kinds of goods, wares, merchandise, provisions and supplies.

14. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided on the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited under which said company is organized,

extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other states or colonies of the United States of America, and in all foreign countries.

15. And further for the purpose of transacting any and all lawful businesses.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of ONE AND 00/100 DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9853 Pines Boulevard, Pembroke Pines, FL 33024 and the name of the initial registered agent of this corporation at that address is SHELDON C. KURLAND.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

BEN TORRENT
2774 OAKBROOK DRIVE
WESTON, FLORIDA 33332

LYNN TORRENT
2774 OAKBROOK DRIVE
WESTON, FLORIDA 33332

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

SHELDON C. KURLAND
9853 PINES BOULEVARD
PEMBROKE PINES, FLORIDA 33024

ARTICLE IX - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26th day of December, 1996.


SHELDON C. KURLAND, Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared SHELDON C. KURLAND, 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 those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of December, 1996.


Notary Public, State of Florida
at Large

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

THE ULTIMATE FITNESS CLUB, INC.

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

First--That THE ULTIMATE FITNESS CLUB, INC.,
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of incorporation
at City of Fort Lauderdale, County of Broward,
State of Florida has named SHELDON C. KURLAND
located at 9853 Pines Boulevard,
(Street address and number of building,
Post Office Box address not acceptable)
City of Pembroke Pines, County of Broward
State of Florida, as its agent to accept service of process with this
state.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Sheldon C. Kurland
SHELDON C. KURLAND
(Resident Agent)