

ALAN J. BERMAN
2 Office Park Drive
Suite A
P O Box 352537
Palm Coast, FL 32135
(904) 446-1525

December 24, 1996

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

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-12/27/96--01119--017
****122.50 ****122.50

Re: VANDOMA FITNESS, INC.

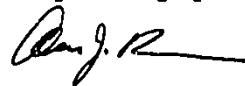
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$122.50, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


Alan J. Berman

AJB/j
enclosures

W96-32
1/6/97
10
1/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1997

ALAN J. BERMAN
2 OFFICE PARK DRIVE STE A
PALM COAST, FL 32135

SUBJECT: VANDOMA FITNESS, INC.
Ref. Number: W9700000032

We have received your document for VANDOMA FITNESS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 697A00000064

ARTICLES OF INCORPORATION
OF
VANDOMA FITNESS, INC.

97 JUN 14 AM 8:53
DIVISION OF REVENUE
SECRETARY OF STATE

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

ARTICLE ONE: NAME: The name of the corporation shall be VANDOMA FITNESS, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including, but not limited to, a women's health club.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT:
The street address of the principal office of the corporation is 132 S. Nova Road, Ormond Beach, Volusia County, Florida 32174, and the name of the Registered Agent is JENNIFER MICHELI, of 132 S. Nova Road, Ormond Beach, Florida 32174.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

LOUIS MICHELI, JR - 98 Brunswick Lane
Palm Coast, Florida 32137

JENNIFER MICHELI - 98 Brunswick Lane
Palm Coast, Florida 32137

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is JENNIFER MICHELI, who resides at 98 Brunswick Lane, Palm Coast, Florida 32137.

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend by-laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 132 S. Nova Road, Ormond Beach, Florida 32174.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of Dec. , 1996.



JENNIFER MICHELI
Incorporator

SECRET
DIVISION 10
97 JAN 14 AM 8:53

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

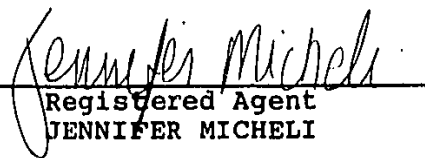
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

VANDOMA FITNESS, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 132 S. Nova Road, Ormond Beach, County of Volusia, State of Florida, 32174, has named JENNIFER MICHELI as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 24th day
of DEC., 1996


Registered Agent
JENNIFER MICHELI