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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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NAME: COMPLETE FITNESS OF CORAL GABLES, INC.

AUDIT NUMBER.....H97000001197

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPLETE FITNESS OF CORAL GABLES, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of COMPLETE FITNESS OF CORAL GABLES, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is COMPLETE FITNESS OF CORAL GABLES, INC. and the street address of the initial principal office of the Corporation is 1205 Obispo Avenue, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY:

*Judith L. Kelsner, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 807930*

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1205 Obispo Avenue Coral Gables, Florida 33134, and the name of the initial Registered Agent of the Corporation at that address is Robert Leon.

ARTICLE V

INITIAL BOARD OF DIRECTORS

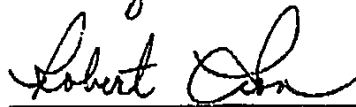
The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is Robert Leon, 1205 Obispo Avenue, Coral Gables, Florida 33134.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Robert Leon, 1205 Obispo Avenue, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of January, 1997.



ROBERT LEON, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process for COMPLETE FITNESS OF CORAL GABLES, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: January 21, 1997

By: Robert Leon
ROBERT LEON, Initial Registered Agent

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