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John C. Gesch, P.A.
Attorney at Law

JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE
WEST PALM BEACH, FLORIDA 33406
(561) 964-7400

January 16, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Attn: New Filings Section

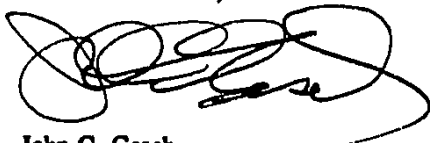
Re: H & H FITNESS, INC.

Dear Sir:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Resident Agent for the above-referenced corporation. I am also enclosing my client's check #0599 in the amount of \$122.50 in payment of filing fees, designation of resident agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag
Enclosures

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ARTICLES OF INCORPORATION

OF

H & H FITNESS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **H & H FITNESS, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 1014 Manor Drive, Palm Springs, Florida 33461.

ARTICLE VI. INCORPORATORS AND SUBSCRIBERS

The names and addresses of the incorporators are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|-----------------------------------------------------|
| DONNA A. HUBSCHER | 1014 Manor Drive Palm Springs, Florida 33461 |
| TAYLOR M. HUBSCHER | 1027 10th Way West Palm Beach, Florida 33407 |
| BONNIE J. HUBSCHER | 171 Lake Arbor Drive Palm Springs, Florida 33461 |

The names and addresses of the subscribers are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|-----------------------------------------------------|
| DONNA A. HUBSCHER | 1014 Manor Drive Palm Springs, Florida 33461 |
| TAYLOR M. HUBSCHER | 1027 10th Way West Palm Beach, Florida 33407 |
| BONNIE J. HUBSCHER | 171 Lake Arbor Drive Palm Springs, Florida 33461 |
| RICHARD M. HUBSCHER | 1014 Manor Drive Palm Springs, Florida 33461 |

The number of shares of stock they agree to take and the value of the consideration therefor is:

| <u>NAME</u> | <u>SHARES</u> | <u>CONSIDERATION</u> |
|---------------------|---------------|----------------------|
| DONNA A. HUBSCHER | 200 | \$200.00 |
| TAYLOR M. HUBSCHER | 100 | \$100.00 |
| BONNIE J. HUBSCHER | 100 | \$100.00 |
| RICHARD M. HUBSCHER | 100 | \$100.00 |

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The name and address of the initial director of this corporation is:

NAME

ADDRESS

DONNA A. HUBSCHER

1014 Manor Drive
Palm Springs, Florida 33461

ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President

DONNA A. HUBSCHER
1014 Manor Drive
Palm Springs, Florida 33461

Vice-President

TAYLOR M. HUBSCHER
1027 10th Way
West Palm Beach, Florida 33407

Vice-President

BONNIE J. HUBSCHER
171 Lake Arbor Drive
Palm Springs, Florida 33461

Secretary

BRANT BUTLER
6870 Hammock Lane
West Palm Beach, Florida 33411

Treasurer

DONNA A. HUBSCHER
1014 Manor Drive
Palm Springs, Florida 33461

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 22nd day of January, 1997, for the purpose of forming this corporation under the laws of the State of Florida.


DONNA A. HUBSCHER


TAYLOR M. HUBSCHER


BONNIE J. HUBSCHER



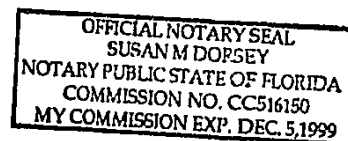
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of January, 1997, by **DONNA A. HUBSCHER**, who () is personally known to me or (✓) produced her valid Florida driver's license as identification, **TAYLOR M. HUBSCHER**, who () is personally known to me or (✓) produced his valid Florida driver's license as identification, and **BONNIE J. HUBSCHER**, who () is personally known to me or (✓) produced her valid Florida driver's license as identification.

Susan M. Dorsey
Notary Public, State of Florida

(notary seal)



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

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

FIRST: That **H & H FITNESS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the Village of Palm Springs, County of Palm Beach, State of Florida, has named **JOHN C. GESCH**, located at 2365 South Congress Avenue, West Palm Beach, Florida 33406, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


JOHN C. GESCH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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