

February 28, 1997

P970000021332

Office of the Secretary of State of Florida
ATTN: Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

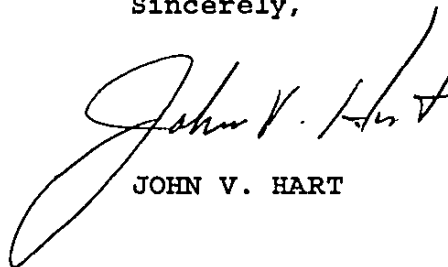
To Whom It May Concern:

I wish to form a corporation named All Seasons Fitness,
Inc.

Enclosed please find check in the amount of \$122.50 to
cover administrative and filing fees and a notarized
original and one copy of the Articles of Incorporation.

Thank you for giving this matter your attention.

Sincerely,


JOHN V. HART

JVH:tj

Enclosures

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TALLAHASSEE, FLORIDA

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JOHN V. HART
1045 Riverside Avenue, Suite 260
Jacksonville, FL 32204
Tel: (904) 358-2065

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FILED
STATE
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
ALL SEASONS FITNESS, INC.

* * * *

We, the subscribers identified herein to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION. The name of the corporation shall be ALL SEASONS FITNESS, INC.

ARTICLE II

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this corporation will begin business is not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS. The initial street address in this state of the principal office of this corporation is 1045 Riverside Avenue, Suite 260, Jacksonville, Duval County, Florida 32004.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

SUBSCRIBERS. The names and street addresses of the subscribers of these Articles of Incorporation are:

JOHN A. HOUGHTON	1045 Riverside Avenue, Suite 260 Jacksonville, FL 32204
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JOHN V. HART	1045 Riverside Avenue, Suite 260 Jacksonville, FL 32204
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ARTICLE VIII

REGISTERED AGENT. The initial designation of the Registered Office of this corporation shall be 1045 Riverside Avenue, Suite 260, Jacksonville, Duval County, FL 32204.

The registered agent shall be JOHN V. HART.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

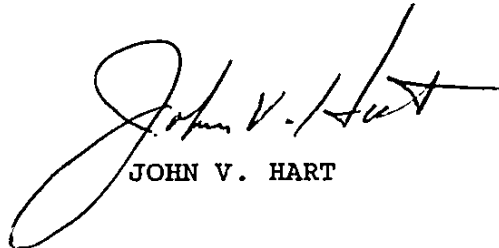
By JOHN V. HART

Registered Agent

ARTICLE IX

AMENDMENT. 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 stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

IN WITNESS WHEREOF, I, the incorporator above named,
have hereunto set my hand and seal this day of
1997.


JOHN V. HART

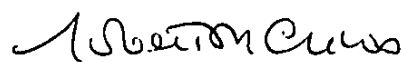
STATE OF FLORIDA

COUNTY OF DUVAL

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that this day, before me a Notary
Public duly authorized in the state and county named above
to take acknowledgments, personally appeared John V. Hart to
me known to be the person described as a subscriber in and
who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to these Articles
of Incorporation.

WITNESS my hand and official seal in the county and
state named above, this 28th day of February 1997.


Notary Public



ROBERT M. CREWS