

P97000040832

April 14, 1997

Secretary of State
Business Organization Filing Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

000002149060--2
-04/21/97--01090--008
****122.50 ****122.50

Re: SIMPLY FIT, INC.

Dear Sir:

I have enclosed for filing the original and one copy of the Articles of Incorporation for the referenced corporation along with my check in the amount of \$122.50.

Please return a certified copy to me in the stamped, self addressed envelope provided.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Veronica Miles
VERONICA MILES

Enclosures

W97-9372
FILED
97 MAY -8 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY -9 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*mailed
Back
May 5th*

April 23, 1997

VERONICA MILES
2451 NORTH WICKHAM ROAD
MELBOURNE, FL 32935

SUBJECT: SIMPLY FIT, INC.
Ref. Number: W97000009372

We have received your document for SIMPLY FIT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00020772

ARTICLES OF INCORPORATION
OF
SIMPLY FIT AEROBICS AND FITNESS CENTER, INC.

FILED
97 MAY -8 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is SIMPLY FIT AEROBICS AND FITNESS CENTER, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, including but not limited to the operation of a health club facility.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 2451 North Wickham Road, Melbourne, Florida 32935.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by-laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

VERONICA MILES
2451 North Wickham Road
Melbourne, FL 32935

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

VERONICA MILES
2451 North Wickham Road
Melbourne, FL 32935

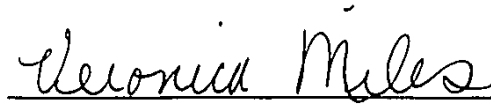
ARTICLE IX

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered office of this corporation shall be at 2451 North Wickham Road Melbourne, Florida 32935, and the registered agent of this corporation shall be KATHLEEN BRONZO MATSON.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of April, 1997.


VERONICA MILES

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

BEFORE ME, personally appeared , who being first duly sworn and personally known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 30th day of April, 1997.


Notary Public

My commission expires:



TERESA F WALKER
My Commission CC285251
Expires Jun 09 1997
Bonded by ANB
800-852-6878


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAY -8 PM 3: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of sections 607.0501 or 617.0501, Florida Statutes, and Chapter 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SIMPLY FIT AEROBICS AND FITNESS CENTER, INC.
2. The name and address of the registered agent and office is: 2451 North Wickham Road, Melbourne, FL 32935.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


KATHLEEN BRONZO MATSON, Registered Agent

Dated: APRIL , 1997