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LINDA C. MCGURN

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FILED
SECRETARY OF CORPORATIONS
JUN 11 1997 PM 12:18

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June 10, 1997

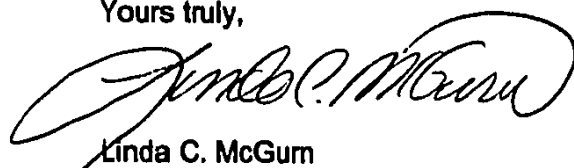
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for Downtown Athletic Club of Gainesville, Inc., the Acceptance of Appointment as registered agent, and a check in the amount of \$122.50.

After filing, please send a certified copy of the documents to me at the above address. Thank you.

Yours truly,



Linda C. McGurn

cn
Enclosures

(sosl.ltr)

6-11-97
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ARTICLES OF INCORPORATION
OF
DOWNTOWN ATHLETIC CLUB OF GAINESVILLE, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Downtown Athletic Club of Gainesville, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the principal office and the initial registered office of the corporation shall be 101 S.E. 2nd Place, Suite 202, Gainesville, Florida 32601 and the name of the initial registered agent of the corporation at that address is Kenneth R. McGurn. The mailing address is P.O. Box 2900, Gainesville, Florida 32602.

ARTICLE V. TERM OF EXISTENCE

Corporate existence shall begin on the date these Articles of Incorporation are executed. The duration of this corporation is perpetual.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth R. McGurn, 101 S.E. 2nd Place, Suite 202, Gainesville, Florida 32601.

ARTICLE VII. AMENDMENT OF ARTICLES

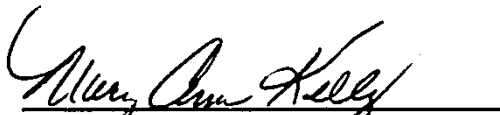
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of June 1997.


Kenneth R. McGurn

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were subscribed before me, the undersigned authority, this 20th day of June, 1997, by Kenneth R. McGurn who is personally known to me.


Mary Ann Kelly, Notary Public
Commission Number CC463816
State of Florida at Large
My Commission Expires 6/11/99



Department of State
The Capital
Tallahassee, Florida 32399

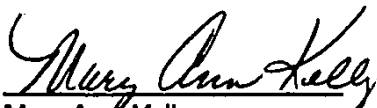
Pursuant to Florida Statutes Section 607.0501, the undersigned hereby accepts the appointment of registered agent of the Downtown Athletic Club of Gainesville, Inc. I hereby confirm that I am familiar with and accept the obligation of that position.

Dated this 07 day of June 1997.


Kenneth R. McGurn

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Acceptance of Appointment was acknowledged before me, the undersigned authority, this 07 date of June, 1997, by Kenneth R. McGurn who is personally known to me.


Mary Ann Kelly
Notary Public
State of Florida at Large
Commission No. CC463816
My Commission Expires 6/11/99



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