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Dunlap & Murphy
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831

97 JUN 26 AM 10:58

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

George T. Dunlap, III
Frederick J. Murphy, Jr.

June 24, 1997

Telephone (941) 533-3146
Fax (941) 533-7412

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Main Street Fitness Center, Inc.

Dear Secretary of State:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent and a check for \$122.50 which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation. Please return the certified copy directly to me at your earliest convenience.

Thank you for your attention to this matter.

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122.50122.50

Sincerely yours,

Frederick J. Murphy, Jr.

FJM:bch
Enclosures

6/27/97

ARTICLES OF INCORPORATION
OF
MAIN STREET FITNESS CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.

Name

The name of this corporation is: Main Street Fitness Center, Inc.

ARTICLE II.

Purpose and Powers

The Corporation is organized for the purpose of engaging in the business of a health fitness center.

The Corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

ARTICLE III.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares of common stock having no par value.

ARTICLE IV.

Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.

Address

The mailing address of this Corporation is 618 West Park Street, Lakeland, Florida 33803, and the initial street address of the principal office of this Corporation in the State of Florida is 330 East Main Street, Bartow, Florida 33830. The initial Registered Office of this Corporation is 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is Frederick J. Murphy, Jr.. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.

Directors

The number of the directors comprising the Board of Directors of this Corporation shall be one (1) but the same may be changed from time to time by majority vote of the Board of Directors or as the By-Laws may provide.

The name and street address of the member of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until after his successor is elected and has qualified, is as follows:

<u>Name</u>	<u>Address</u>
Oris Donald Combee, III	618 West Park Street Lakeland, Florida 33803

ARTICLE VIII.

Officers

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting or until a successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Oris Donald Combee, III	618 West Park Street Lakeland, Florida 33803	President Secretary Treasurer
Debra Ricks Combee	618 West Park Street Lakeland, Florida 33803	Vice-President

ARTICLE IX.

Incorporator

The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Oris Donald Combee, III	618 West Park Street Lakeland, Florida 33803

ARTICLE X.

Subscriber to Stock

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Oris Donald Combee, III	618 West Park Street Lakeland, Florida 33803	200

ARTICLE XI.

Restraint on Alienation of Shares

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

ARTICLE XII.

Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 24th day of June, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the office of the Secretary of State and certifies these Articles of Incorporation and certifies that the facts contained herein are true.


Oris Donald Combee III
Oris Donald Combee, III

Incorporator

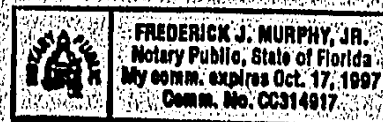
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Oris Donald Combee, III, and who is personally known to me, and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as his voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 24th day of June, 1997.


NOTARY PUBLIC
State of Florida at Large
Printed Name:

Commission No.:
Commission Expiration:
(Affix Notarial Seal/Stamp)



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted, in compliance with said provisions:

That MAIN STREET FITNESS CENTER, 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 City of Bartow, County of Polk, State of Florida has designated Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830, as its registered office and Frederick J. Murphy, Jr., Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By


Registered Agent