

AUG 29 1997

**CERTIFICATE OF INCORPORATION
OF
CYCLE FITNESS, INC.**

FILED
91 AUG 28 AM 9:59
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby subscribe hereto for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be

CYCLE FITNESS, INC.

ARTICLE II

This corporation shall have the power, privilege and right to engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The amount of capital which the corporation shall begin business is
\$ 1000.00.

ARTICLE IV

The amount of the total authorized capital stock of the corporation shall be 1,000 shares, all of which shall be common stock with par value of \$1.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principle office shall be located at:

**9749 WOODBREEZE BLVD.
WINDERMERE, FL 34786**

ARTICLE VII

The number of its directors shall be (1), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and mailing addresses of the members of the first board of directors are:

**MICHAEL MCCONNELL
9749 WOODBREEZE BLVD.
WINDERMERE, FL 34786**

ARTICLE IX

The names and mailing addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take are as follows:

MICHAEL MCCONNELL
9749 WOODBREEZE BLVD.
WINDERMERE, FL 34786

1000 Shares

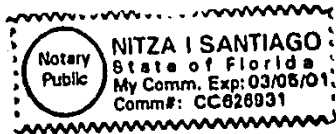
IN WITNESS WHEREOF the undersigned have made and subscribe this Certificate of Incorporation at the City of Windermere, County of Orange, State of Florida, for the uses and purposes aforesaid.

Michael M. McConnell
MICHAEL MCCONNELL

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, the undersigned officers duly authorized and appointed, personally appeared to me well known to be the persons described in and who subscribed the above and foregoing Certificate of Incorporation, and they freely and voluntarily acknowledged before me according to Law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at the City of ORLANDO, County of ORANGE, State of Florida, this 26th day of AUGUST, 1997.



Nitza Santiago
Notary Public

My Commission Expires:

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

**CHERYL A. PURCELL
538 N. PARRAMORE AVENUE
ORLANDO, FL. 32801**

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

CYCLE FITNESS, INC. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Certificate of

Incorporation at Orlando, FL 32825 County of Orange State of Florida, has named Cheryl A. Purcell of 538 N. Parramore Ave. Orlando FL 32801, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

Cheryl A. Purcell

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA