

BANNOURA, HARVAN P.A.
ATTORNEYS & COUNSELORS AT LAW

40 NORTHEAST 7TH AVENUE
DELRAY BEACH, FL 33483

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 24 AM 10:20

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September 17, 1997

Secretary of State
Division of Corporations
Tallahassee, FL 32399

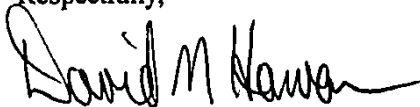
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Dear Sirs:

Please find enclosed the Articles of Incorporation for GYM DOCTORS, INC., along with a check in the amount of \$122.50 for the filing fees.

Please send the certificate and copy of filed Articles to the address above. Thank you for your attention to our request.

Respectfully,



David M. Harvan

RP
9-25-97

ARTICLES OF INCORPORATION
OF
GYM DOCTORS, INC.

FILED
CLERK OF STATE
DIVISION OF CORPORATION
97 SEP 24 AM 10:20

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation is to be GYM DOCTORS, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 381 Southeast 6th Terrace, Pompano Beach, FL 33060.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 40 NORTHEAST 7TH AVENUE, DELRAY BEACH, FL 33483. The name of the Registered Agent at such address is DAVID M. HARVAN, ESQ of BANNOURA, HARVAN P.A..

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two. The number of Directors may be increased or

decreased from time to time by the By-laws, but shall never be less than one. The name and street address of the members of the original Board of Directors are:

<u>Name</u>	<u>Address</u>
CLIFFORD J. SHAPIRO	10187 Vesjar Court Coral Springs, FL 33071
S. JOSEPH ANGELINI	381 Southeast 6th Terrace Pompano Beach, FL 33060

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is DAVID M. HARVAN, ESQ.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein. The corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned executed these Articles of Incorporation this


17th day of Sept, 1997


DAVID M. HARVAN

Oath and Acknowledgment

BEFORE ME, an officer duly authorized to take acknowledgments this day appeared DAVID M. HARVAN who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 17th day of Sept, 1997.

 James Bannoura
My Commission CC654759
Expires June 10, 2001

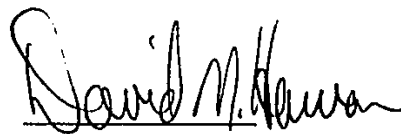

NOTARY PUBLIC
State of Florida
My Commission expires: 6/10/2001

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

FIRST: That GYM DOCTORS, 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 town Pompano
Beach, Florida, has named DAVID M. HARVAN, ESQ of BANNOURA, HARVAN P.A., located
at 40 Northeast 7th Avenue, Delray Beach, FL 33483 as its agent to accept service of process for the
Corporation within this State.

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



DAVID M. HARVAN

FILED
CLERK OF STATE
97 SEP 24 AM 10:20