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GIBBONS, SMITH, COHN & ARNETT
A PROFESSIONAL ASSOCIATION
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Via Airborne Express

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/25/97--01065--002
****122.50 ****122.50

Re: R&R FITNESS, INC. - Incorporation

Dear Sir:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm in the enclosed Airborne Express envelope.

Thank you for your assistance in this matter.

Sincerely,

Patti W. Woodruff

Patti W. Woodruff

Enclosures
PWW/pl

cc/encl. Rolf Tschanz

RECEIVED
TALLAHASSEE, FLORIDA

97 SEP 25 AM 9 11

FILED

Rolf Tschanz
9/26/97

ARTICLES OF INCORPORATION
OF
R&R FITNESS, INC.

FILED
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TALLAHASSEE - FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, Florida Business Corporation Act of the State of Florida.

ITEM 1. NAME AND ADDRESS OF CORPORATION.

1.01 Name - The name of this corporation shall be R&R FITNESS, INC.

1.02 Address - The principal address of this corporation shall be 2461-7 McMullen Booth Road, Clearwater, Florida 34619

ITEM 2. GENERAL NATURE OF BUSINESS.

2.01 Powers - The general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do, as follows:

(1) In general, to conduct any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinafter set forth as principal, agent or as a member of a joint venture whether with an individual or another corporation or otherwise, either alone or in conjunction with others, and in any part of the world;

(2) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, including stock of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choses in action, including the power to exercise all the rights and privileges of owner or owners thereof;

(3) To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time-to-time determine; to issue bonds, debentures, notes of other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

(4) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar or dissimilar to any business which the corporation has the power to conduct; to pay for the same in cash or stock or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such

person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired;

(5) To lend money and negotiable loans, to draw, accept, endorse, deposit, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities, generally to carry on and undertake any business, undertake any transaction or operation commonly carried on or undertaken by ventures or businesses for profit to enhance the value of or render profitable any property or right of the corporation;

(6) To adopt, apply for, obtain, register, purchase, lease, or take assignments of licenses of or otherwise to acquire, to obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, or adaptable for the utilization by the corporation in any way, directly or indirectly;

(7) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, dispose of

property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

(8) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

(9) To do all and everything necessary or proper for the accomplishment of the objects enumerated, or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized;

(10) The objects and purposes specified in the foregoing clauses of this Item, shall, except where otherwise expressed in this item, be in no wise limited or restricted by reference to, or inference from the terms of any other clause of this or any other item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ITEM 3. STOCK.

3.01 Number - The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares having no par value per share. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ITEM 4. CORPORATE EXISTENCE.

4.01 Duration - This corporation shall commence existence on the date of filing with the Secretary of State and shall exist perpetually thereafter unless dissolved according to law.

ITEM 5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT.

5.01 Initial Registered Office and Registered Agent - The address of the initial registered office of the corporation in the State of Florida is: 3321 Henderson Boulevard, Tampa, Florida 33609, and the initial Registered Agent is PATTI W. WOODRUFF.

5.02 Relocation - The Board of Directors may, from time-to-time, move the location of the registered office to any other address in Florida, and may from time-to-time, change the registered agent of the corporation.

ITEM 6. NUMBER OF DIRECTORS.

6.01 Number - The number of Directors of this corporation shall not be less than one (1). The number of Directors may be

increased or diminished from time-to-time by the By-laws adopted by the Stockholders, but shall never be less than one (1).

ITEM 7. NAMES AND ADDRESSES OF BOARD OF DIRECTORS.

7.01 Designation - The names and post office addresses and street addresses of the first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
ROLF TSCHANZ	529 80th Avenue St. Petersburg Beach, Florida 33706
RAY CAMPOS	605 Danube Avenue Tampa, Florida 33606

ITEM 8. NAME AND ADDRESS OF INCORPORATOR.

8.01 Designation - The name and street address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROLF TSCHANZ	529 80th Avenue St. Petersburg Beach, Florida 33706

ITEM 9. SPECIAL PROVISIONS.

9.01 Powers of Board of Directors - In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend and alter the By-laws of this corporation;

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time-to-time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or documents of this corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

9.02 Disposition of Assets - Pursuant to the affirmative vote of the Stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of voting power, given at a Stockholders meeting duly called for that purpose, or when authorized by written consent of the Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient for the best interest of the corporation.

9.03 Powers - The corporation may in its By-laws confer powers upon its Directors in addition to the foregoing and in

addition to the powers and authorities expressly conferred upon it by statutes.

9.04 Preemptive Rights - No holder of stock of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or not the same shall entitle the owner or holder to purchase stock of the corporation of any class.

9.05 Self-Dealing - No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of

himself or any firm, association or corporation in which he may be
anywise interested. Any Director of the corporation may vote upon
any contract or other transaction between the corporation and any
subsidiary or controlled corporation.

9.06 Meeting - Both Stockholders and Directors shall have
the powers, if the By-laws so provide, to hold their meetings
within or without the State of Florida, and to keep the books of
the corporation (subject to the provisions of the applicable
statutes) outside of the State of Florida at such places as may
from time-to-time be designated by the Board of Directors.

9.07 Action of Directors and Stockholders Without a
Meeting.

(1) Action taken by Directors of this corporation or by
members of an executive committee of the Directors of this
corporation without a meeting shall nevertheless be Board or
Committee action if written consent to the action in question is
signed by all the Directors or members of the Committee, as the
case may be; and if said written consent is filed with the minutes
of the proceedings of the Board or Committee, whether done before
or after the action so taken.

(2) Any action of the Stockholders of this corporation
may be taken without a meeting if consent in writing, setting forth
the action so taken, shall be signed by all of the persons who
would be entitled to vote upon such action at a meeting and filed
with the Secretary of the corporation as part of the corporate
records. Such consent shall have the same force and effect as the

unanimous vote of the Stockholders and may be stated as such in any Certificate or document.

9.08 Amendment - This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

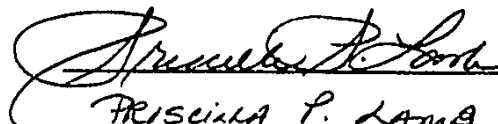
9.09 Stock Transfer Restrictions - The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-laws for this corporation, not in contravention with statutes of the State of Florida, under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of Sept., 1997.


ROLF TSCHANZ, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 23rd day of September, 1997, by ROLF TSCHANZ, who is personally known to me (or who has produced license as identification) and who did (or did not) take an oath.


PRISCILLA P. LAMB
(Name of Notary Public Printed)
Commission Number:
Expiration Date:



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE


Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. R&R FITNESS, INC. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Clearwater, County of Pinellas, State of Florida;

2. R&R FITNESS, INC. hereby names PATTI W. WOODRUFF, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. R&R FITNESS, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Boulevard, City of Tampa, County of Hillsborough, State of Florida 33609.

SUBMITTED this 2nd day of September, 1997.


ROLF TSCHANZ, Incorporator on
behalf of R&R FITNESS, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: Patti W. Woodruff
Registered Agent

Date: 9/22/97

FILED
SEP 25 AM 9:11
SEP 25 1997
TAMPA