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October 9, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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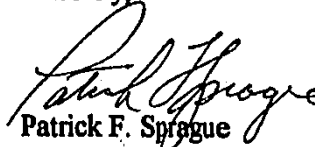
Re: Phase II Fitness of Florida, Inc.

Dear Madam or Sir:

Enclosed you will find the original and one (1) copy of the Articles of Incorporation for the new corporation as noted above, together with the Resident Agent form and our check in the amount of \$122.50 to cover the cost of filing the Charter and the Resident Agent's fee and for certifying a copy of the Charter. Please return the certified copy of the Charter to the office indicated above.

Should you have any questions or require additional information regarding this matter, please do not hesitate to contact our office. Thank you for your continued cooperation.

Sincerely,


Patrick F. Sprague

PFS/m
Enclosures

FILED
97 OCT 13 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marie → permission
to correct and 2
-T.M., 10/15/97

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ARTICLES OF INCORPORATION
OF
PHASE II FITNESS OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PHASE II FITNESS OF FLORIDA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of providing personal training and physical rehabilitation and transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value Common Stock, which shall be designated as "Common Shares."

ARTICLE IV - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the holders of shares of each series to convert such shares into Common Shares and the terms and conditions of such conversion.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3218 Stoneybrook Lane, Tampa, Florida and the initial Registered Agent of this corporation at that address is Linda Hughes.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Linda Hughes
3218 Stoneybrook Lane
Tampa, Florida 33618

ARTICLE VIII - INITIAL OFFICERS

The initial officers of this corporation shall be:

President	Linda Hughes
Secretary/Treasurer	Linda Hughes

Their term of office shall be one (1) year, but if a new election is not held, they may retain office until such election is held.

ARTICLE IX - INCORPORATOR

The names and address of the persons signing these Articles are:

Linda Hughes
3218 Stoneybrook Lane
Tampa, Florida 33618

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Linda W. Hughes Revocable Trust
August 19, 1997

100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such share may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though, on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

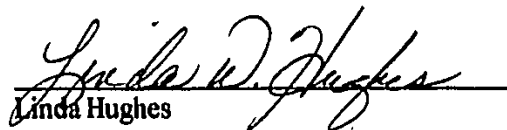
ARTICLE XIV - AMENDMENT

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

ARTICLE XV - PRINCIPAL OFFICE

The principal office location of this corporation is 13301 Orange Grove Drive, Tampa, Florida. 33618

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of October, 1997.


Linda Hughes

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

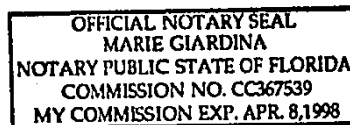
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Linda Hughes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of ~~August~~, 1997.
October

Marie Giardina

NOTARY PUBLIC

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT PHASE II FITNESS OF FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT TAMPA, STATE OF FLORIDA, HAS NAMED LINDA HUGHES LOCATED AT 3218 STONEYBROOK LANE., CITY OF TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Linda W. Hughes
PRESIDENT

DATE:

OCTOBER
AUGUST 9, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Linda W. Hughes
REGISTERED AGENT

DATE:

OCTOBER
AUGUST 9, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA