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McRAE & METCALF, P.A.

Attorneys at Law
2066 Thomasville Road
Tallahassee, Florida 32312
Telephone (850) 386-8000
Facsimile (850) 386-8342

FILED
97 DEC 23 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 17, 1997

EFFECTIVE DATE
12-18-97

VIA HAND DELIVERY

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

800002376019--3
-12/18/97--01001--015
****140.00 *****70.00

Re: Super Fitness (West), Inc. and Super Fitness (East), Inc.; Our File No. 254-00

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for each of Super Fitness (West), Inc. and Super Fitness (East), Inc., Florida Corporations. We ask that the incorporation of each be given an effective date of December 12, 1997. Also enclosed is a check for \$150.50 representing payment for the applicable filing and certification fees. Please provide a certificate of status for each corporation.

As you will see, the initial director of each corporation is "Thomas Klc" (pronounced "Kelch"). That is not a typographical error and "Klc" is the legal spelling of his name.

Thank you in advance for assistance in this matter and should you have any questions, please do not hesitate to contact me.

David Metcalf
Sincerely,
David J. Metcalf
McRae & Metcalf, P.A.

RECEIVED
97 DEC 17 PM 3:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DJM/pcl
Enclosures

AUTHORIZATION BY PHONE TO
CORRECT *filed effective*
DATE *12/18*
DOC. # *254-00*

P. Hall
DEC 23 1997

W97-28205-
K. Rolfe DEC 18

Call When Ready



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1997

MCRAE & METCALF, P.A.
2066 THOMASVILLE ROAD
TALLAHASSEE, FL 32312

SUBJECT: SUPER FITNESS (EAST), INC.
Ref. Number: W97000028205

We have received your document for SUPER FITNESS (EAST), INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

IF YOU WANT AN EFFECTIVE DATE, PLEASE INCLUDE IT WITHIN THE ARTICLES.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 197A00059433

ARTICLES OF INCORPORATION
OF
SUPER FITNESS (EAST), INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Super Fitness (East), Inc..

EFFECTIVE DATE

12-18-97

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 4725 South Holladay Blvd. #10, Salt Lake City, Utah 84117-5402.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David J. Metcalf, 2066 Thomasville Road, Tallahassee, Florida 32312.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation are David J. Metcalf, 2066 Thomasville Road, Tallahassee, Florida 32312.

OPTIONAL PROVISIONS.

The names and addresses of the initial director of the corporation is as follows:

Thomas J. Klc
4725 South Holladay Blvd. # 10
Salt Lake City, Utah 84117-5402

The initial director shall serve until his successor(s) have been duly qualified.

The undersigned has executed these articles of incorporation which shall have an effective date of December 18, 1997.


David J. Metcalf

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Super Fitness, (East), Inc.

2. The name and address of the registered agent and office is:

David J. McKelvey
(NAME)
2066 Thomasville Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Tallahassee, FL 32312
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

12/23/97
(DATE)