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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: FORT LAUDERDALE ATHLETIC CLUB, INC.

AUDIT NUMBER.....H98000000546

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

(4)

OF

FORT LAUDERDALE ATHLETIC CLUB, INC.

ARTICLE I - NAME

The name of this corporation will be Fort Lauderdale Athletic Club, Inc.

ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock at \$1.00 per share.

ARTICLE IV - TERM

This corporation will have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at: 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316.

ARTICLE VI - INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation is: Sheldon Golding, 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316.

Prepared by:  
Sheldon Golding, Esq.  
800 S.E. 3 Avenue, #300  
Fort Lauderdale FL 33316  
Florida Bar No. 137191  
Telephone: (954) 763-2122  
Fax No.: (954) 462-0128

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ARTICLE VII - INITIAL OFFICER(S) AND DIRECTOR(S)

The initial officer and director is:

President/Director: Sheldon Golding

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The registered agent and street address of the registered office of this corporation is: Sheldon Golding, 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, the undersigned, as initial incorporator, has executed the foregoing Articles of Incorporation on this 9th day of January, 1998.

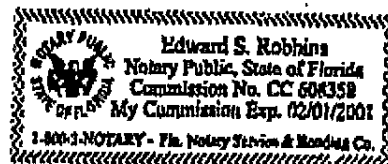
Sheldon Golding  
SHELDON GOLDING

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation was executed and acknowledged before me by SHELDON GOLDING, who is personally known to me, and who did take an oath, on this 9th day of January, 1998.

Edward S. Robbins  
Signature of Notary Public

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CERTIFICATE ACCEPTING APPOINTMENT AS  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FORT LAUDERDALE ATHLETIC CLUB, INC. desiring to organize under the laws of the State of Florida, with its principal office located at 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316 has named Sheldon Golding, whose address is 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open, pursuant to law.

Dated: January 8, 1998

Sheldon Golding  
SHELDON GOLDING

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