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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 675171. 80437A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 1998

ORDER TIME : 3:42 PM

ORDER NO. : 675171-005

100002405771--2

CUSTOMER NO: 80437A

CUSTOMER: Bobbie Burgans, Legal Assist
J. PAUL FITZGERALD

202 Oak Street

Milton, FL 32570

DOMESTIC FILING

NAME: FITNESS DIRECTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A. Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:20

RECEIVED
98 JAN 20 PM 4:26
DIVISION OF CORPORATIONS
86/12/11

ARTICLES OF INCORPORATION
OF
FITNESS DIRECTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:20

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The undersigned subscribers to these Articles of Incorporation, being natural persons of full age, for the purpose of forming a corporation pursuant to and in conformity with the laws of the State of Florida, do hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation as follows:
to wit:

ARTICLE I

The name of the corporation is **FITNESS DIRECTIONS, INC.**

ARTICLE II

The general purpose for which this corporation is initially organized is for establishment and maintenance of a health and fitness center, and to conduct any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) for the par value of One Dollar (\$1.00) per share.

ARTICLE IV

The mailing address is 16005 Penwood Drive, Tampa, Florida 33647 and the street address of this corporation's principal registered office and its place of business is 16005 Penwood Drive, Tampa, Florida 33647.

ARTICLE V

The registered agent for this corporation is Greg Tobin, whose address is 16005 Penwood Drive, Tampa, Florida 33647.

ARTICLE VI

The names and addresses of the incorporators hereof are as follows:

Warren Stovall
Post Office Box 213
Pace, Florida 32571

Donna Stovall
Post Office Box 213
Pace, Florida 32571

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors whose names and addresses are as follows:

Warren Stovall
Post Office Box 213
Pace, Florida 32571
President and Director

Donna Stovall
Post Office Box 213
Pace, Florida 32571
Secretary/Treasurer
and Director

ARTICLE VIII

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or

transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the

corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in any number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

ARTICLE IX

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares which may be issued at any time by the corporation.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned incorporators have hereunto set our hands and seals this the 9th day of January, 1997.

Warren A. Stovall
WARREN STOVALL

Donna Stovall
DONNA STOVALL

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared WARREN STOVALL and DONNA STOVALL who produced LA.D.L. - 006536182 and LA.D.L. - 006492285 as identification, known to me to be the persons described as subscribers and incorporators herein and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they subscribed the same for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 9th day of January, 1998.

Bobbie Jean Burgans
NOTARY PUBLIC



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:20

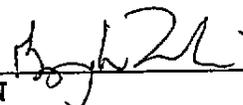
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **FITNESS DIRECTIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named

Gregg Tobin, located at 16005 Penwood Drive, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I do hereby agree to comply with the provision of said Act in this capacity, and I further agree to comply with the provision of the said Act relative to keeping open said office.



GREGG TOBIN
Registered Agent