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P98000009663

January 27, 1998

Via Overnight UPS

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

200002414582--1
-01/28/98--01052--014
****122.50 ****122.50

Re: Fitness & Health, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake /tp
J. KEVIN DRAKE

JKD/tlp
Encls.

Dmo
1-30-98

Packard
Tracey gave auth
by phone to correct
Article IV.
1-30-98
Dmc

FILED
98 JAN 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 JAN 28 AM 9:30

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FITNESS & HEALTH, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

FITNESS & HEALTH, INC.
569 Channel Lane
Longboat Key, Florida 34228

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1733 Laurel Road, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is Thomas Gillen Ford.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

Thomas Gillen Ford
Address:
1733 Laurel Road
Sarasota, Florida 34236

Polly Gaines
Address:
1710 ½ Laurel St., #13
Sarasota, Florida 34236

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

Thomas Gillen Ford
1733 Laurel Road
Sarasota, Florida 34236

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

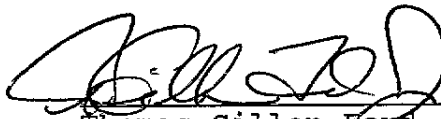
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

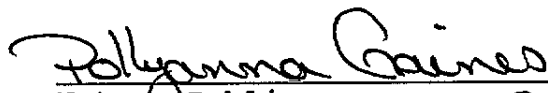
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of January, 1998.



Thomas Gillen Ford
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 25th day of January, 1998, by Thomas Gillen Ford who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public
Print Name: Pollyanna Gaines
My Commission expires:
[SEAL]

NOTARY PUBLIC - STATE OF FLORIDA
POLLYANNA GAINES
COMMISSION # CC881108
EXPIRES 10/14/2001
BONDED THRU ASA 1-555-NOTARY1

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

FILED
98 JAN 28 AM 9:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First--That FITNESS & HEALTH, INC., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at City of Sarasota,
County of Sarasota, State of Florida, has named Thomas Gillen Ford,
located at 1733 Laurel Road, Sarasota, Florida 34236, County of
Sarasota, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

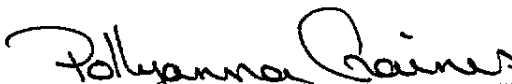
Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



Thomas Gillen Ford
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 25th
day of January, 1998, by Thomas Gillen Ford, who is personally known
to me or who has produced _____ as identification
and who did not take an oath.



NOTARY PUBLIC

Print Name: Pollyanna Gaines

My Commission expires:

[SEAL]

NOTARY PUBLIC - STATE OF FLORIDA
POLLYANNA GAINES
COMMISSION # CC081108
EXPIRES 10/14/2001
BONDED THRU ASA 1-888-NOTARY1