

MAR-10-98 11:58

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.  
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NAME: BAL HARBOUR HEALTH & FITNESS MANAGEMENT, INC  
AUDIT NUMBER.....H98000004672  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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**ARTICLES OF INCORPORATION  
OF  
BAL HARBOUR HEALTH & FITNESS MANAGEMENT INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Bal Harbour Health & Fitness Management Inc., (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 11855 N.E. 19th Drive #2, North Miami, Florida 33181.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred (100) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

PREPARED BY:  
Joseph H. Izhakoff, Esq  
One S.E. 3rd Ave., 28th floor  
Miami, FL 33131  
1 (305) 374-5600  
Florida Bar No. 0007056

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**ARTICLE V**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Michael T. Francis,  
One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person  
exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted  
by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 10 day of March, 1998.

  
Michael T. Francis, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Bal Harbour Health & Fitness Management Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10<sup>TH</sup> day of March, 1998.

AMERICAN INFORMATION SERVICES, INC.

By: Maria R. Mayster  
Maria R. Mayster, Vice President

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