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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

BFT Sports Medicine of Boca Raton, Inc.

300002457003--5
-03/13/98-01087-020
*****70.00 *****70.00

Profit *Auto of Inc.*

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

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SECRETARY OF CORPORATION

CR2E031 (1-89)

K. Rolfe MAR 13 1998

3-9

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF BFIT SPORTS MEDICINE OF BOCA RATON, INC.

- FIRST: The Corporate Name that satisfies the requirements of Section 607.0401 is: BFIT Sports Medicine of Boca Raton, Inc.
- SECOND: The street and mailing address of the initial principal office is: 8700 W. Bryn Mawr Avenue, 2nd Floor, Chicago, Illinois 60631.
- THIRD: The number of shares the Corporation is authorized to issue is: One thousand (1,000).
- FOURTH: Provisions for the regulation of the internal affairs of the Corporation are set forth in the By-Laws.
- FIFTH: The street address of the initial registered office of the Corporation is: c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its registered agent at such address is CT Corporation System.
- SIXTH: The number of directors constituting the initial round of directors of the Corporation is three, and the names and addressees of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Lee S. Hillman	8700 W. Bryn Mawr Avenue Chicago, IL 60631
John W. Dwyer	8700 W. Bryn Mawr Avenue Chicago, IL 60631
Cary A. Gaan	8700 W. Bryn Mawr Avenue Chicago, IL 60631

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SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Kenton C. McMillen	8700 W. Bryn Mawr Avenue Chicago, IL 60631

EIGHTH: These articles of incorporation shall be effective immediately upon filing.

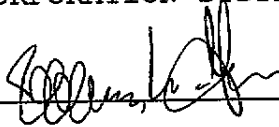
The undersigned has executed these Articles of Incorporation this 10th day of March, 1998.


Kenton C. McMillen

Acceptance by the registered agent as required in Section 607.0501(3)F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

By



Date

3-11-98

Jeffrey R. Graves, Asst. Sec.