

WARREN W. DILL, P.A.
ATTORNEY-AT-LAW

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April 6, 1998

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

BY AIRBORNE EXPRESS THIS DATE

re: Sebastian Gym & Fitness, Inc.
FUND Agent No.: 15016

Dear Sir or Madame:

I have enclosed duplicate originals of the Articles of Incorporation of Sebastian Gym & Fitness, Inc., along with check # 4358 in the amount of \$70.00, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00 for each corporation. I have also enclosed check # 4357 in the amount of \$10.00 for your services. Please deliver the enclosed Articles of Incorporation to the Department of State, Division of Corporations, and if they are acceptable, please file one set each and stamp and send one set of the Articles back to me in the enclosed Airborne Express overnight package.

Thanking you in advance for your assistance, I remain

Very truly yours,

Warren W. Dill

Warren W. Dill
slh

Enclosures

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98 APR -8 PM 3:04
98 APR -8 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
18 APR - 8 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEBASTIAN GYM & FITNESS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: SEBASTIAN GYM & FITNESS, INC.

The principal office and mailing address of this Corporation shall be: 817 Gardenia Street, Sebastian, FL 32958

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

- A. To engage in health and fitness services.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glen Rohm	817 Gardenia Street, Sebastian, FL 32958
Patrick B. Gilligan	817 Gardenia Street, Sebastian, FL 32958
Anthony Tonioli	817 Gardenia Street, Sebastian, FL 32958

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations's Board of Directors.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - DESIGNATION OF REGISTERED AGENT

The Corporation designates Glen Rohm as its Resident Agent within the State of Florida, whose registered office is located at the following address:

817 Gardenia Street, Sebastian, FL 32958

ARTICLE XI - INCORPORATOR

The name and address of each incorporator is Glen Rohm of 817 Gardenia Street, Sebastian, FL 32958

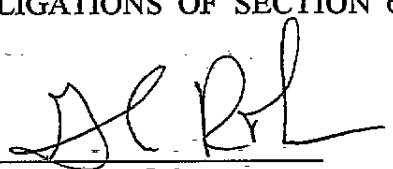
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of April, 1998.



Glen Rohm

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

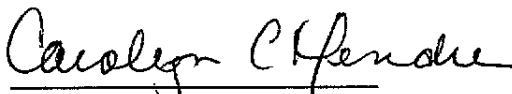
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.


Glen Rohm
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7th day of April, 1998, by Glen Rohm, who is personally known to me or who has produced _____ as identification.

SEAL


Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

 CAROLYN C. HENDREN
COMMISSION # CC 667491
EXPIRES SEP 6, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 APR -8 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA