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May 19, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: North Florida Gyms, Inc.

600002529756--9
-05/20/98--01023--015
***122.50 ***122.50

Dear Madam or Sir:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my firm check no. 625 in the sum of \$122.50 for your office's filing fee and a certified copy.

Thank you for your attention to this matter.

Respectfully,



Michael R. Yokan

FILED
98 MAY 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/22/98

ARTICLES OF INCORPORATION

OF

North Florida Gyms, Inc.

FILED
98 MAY 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be North Florida Gyms, Inc.

ARTICLE II

The general powers of this corporation shall be as follows:

- A. All corporate powers as specifically set forth in Section 607.0302, Florida Statutes.
- B. To conduct and engage in the business of operating gyms and health clubs.
- C. To operate, conduct, carry on and engage in any other business or businesses not prohibited by law.
- D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.
- E. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents,

copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

F. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

G. To purchase the corporate assets of any other corporation and engage in the same manner or other character of business.

H. To guarantee, endorse, purchase, hold, sell, transfer mortgages, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of this corporation. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon corporations formed for any or all of the purposes aforesaid.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, of the par value of Ten and No/100 Dollars (\$10.00) per share.

The whole or any part of the authorized capital shares may be issued for such consideration

having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

This corporation shall have and continuously maintain in this state:

A. A registered office, the initial registered office and mailing address is designated as 13514 Peregrine Street, Jacksonville, Florida 32225.

A registered agent, the initial registered agent is Gloria Myers, whose business address is 13514 Peregrine Street, Jacksonville, Florida 32225.

C. The Board of Directors may from time to time change its registered office or its registered agent pursuant to Section 607.0502, Florida Statutes.

ARTICLE VI

This corporation shall have perpetual existence and the commencement of the corporate existence shall be at the time of the filing of this Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VII

The corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII

The names and addresses of the member of the initial Board of Directors of this corporation, who, subject to the provisions of Florida, will hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, is as follows:

Gloria Myers

13514 Peregrine Street
Jacksonville, Florida 32225

ARTICLE IX

The name and address of the incorporator of this corporation is as follows:

Gloria Myers

13514 Peregrine Street
Jacksonville, Florida 32225

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The name and address of the officers who shall conduct the business of the corporation until those elected at the first annual election shall be qualified are as follows:


Gloria Myers/President/
Treasurer

13514 Peregrine Street
Jacksonville, Florida 32225

ARTICLE XII

The corporation shall not have more than thirty-five (35) stockholders and otherwise shall fulfill the requirements necessary for it to elect to become an "electing small business corporation" under Subchapter S of the Internal Revenue Code and the stock of this corporation qualifies as small business stock under Internal Revenue Code §1244.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Jacksonville, Florida, this 15 day of May, 1998.

 (SEAL)
Gloria Myers

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 15th day of May, 1998, by Gloria Myers, ✓ who is personally known to me, or, _____ who presented _____ as identification, and who did take an oath.


Notary Public

Articles



Michael R Yokan
My Commission CC624769
Expires February 25, 2001

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

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That North Florida Gyms, 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 Jacksonville, County of Duval, State of Florida, has named Gloria Myers, 13514 Peregrine Street, Jacksonville, Florida 32225, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (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 agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Gloria L. Myers
(Resident Agent)

Desresid.Agt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA