

P98000050708

**Berger  
Davis &  
Singerman**  
*Professional Association*

FILED

98 JUN -5 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100 N.E. Third Avenue, Suite 400  
Fort Lauderdale, Florida 33301  
Phone: 954.525.9900  
Fax: 954.523.2872

Laz L. Schneider  
954.627.9909  
email at:  
lschneider@bdsllaw.com

June 4, 1998

Secretary of State  
State of Florida  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

Re: PHOENIX HEALTH & FITNESS, INC.

Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of PHOENIX HEALTH & FITNESS, INC.
2. Our check in the amount of \$122.50 in payment of the following:
  - (a) filing fee in the amount of \$35.00;
  - (b) certified copy in the amount of \$52.50; and
  - (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,

BERGER DAVIS & SINGMAN

*Laz L. Schneider*  
Laz L. Schneider

LLS:mw  
Enclosures

P. Hall  
JUN -5 1998

*Please  
call Elizabeth  
@ 561-3010  
when ready.  
Thanks.*

RE  
98 JUN -5  
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-06/05/98--01084--003  
\*\*\*\*122.50 \*\*\*\*122.50

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOENIX HEALTH & FITNESS, INC.**

**FILED**  
98 JUN -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be: PHOENIX HEALTH & FITNESS, INC.

**ARTICLE II**  
**GENERAL NATURE OF BUSINESS**

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE III**  
**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV**  
**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 7501 West Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida 33319.

**ARTICLE V**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**FILED**

98 JUN -5 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**

**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 100 N. E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

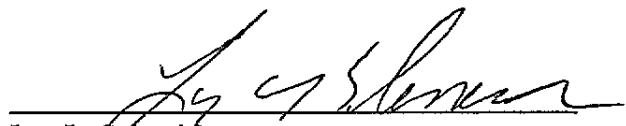
NAME

ADDRESS

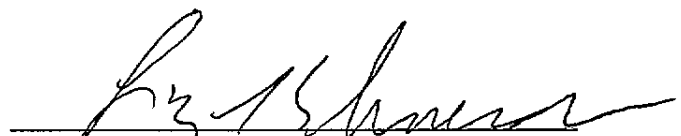
Laz L. Schneider

100 N. E. 3<sup>rd</sup> Avenue, Suite 400  
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 3rd of June, 1998.

  
Laz L. Schneider

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.

  
Laz L. Schneider