

P 98000065056

July , 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of MELBOURNE FITNESS, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

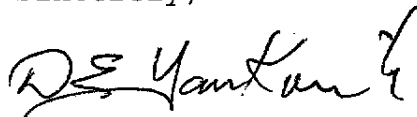
2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Daniel E. Yankovich

FILED
98 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MELBOURNE FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is MELBOURNE FITNESS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4007 N. Harbor City Blvd., Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is DANIEL E. YANKOVICH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DANIEL E. YANKOVICH	I. JEAN YANKOVICH
4007 N. Harbor City Blvd.	4007 N. Harbor City Blvd
Melbourne Fl 32935	Melbourne FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1358 Lake Washington Rd. Melbourne Florida 32935, and the mailing address of the corporation is 4007 N. Harbor City Blvd, Melbourne, Florida 32935

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DANIEL E. YANKOVICH
4007 N. Harbor City Blvd
Melbourne Fl 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber, ~~has~~ executed these articles of incorporation on this 18th day of July, 1998.

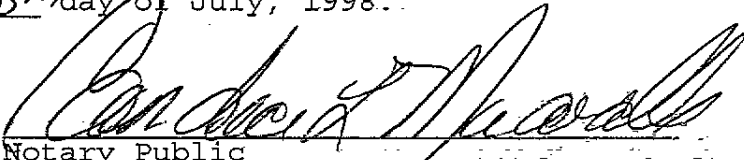


DANIEL E. YANKOVICH

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DANIEL E. YANKOVICH to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18th day of July, 1998.



Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That MELBOURNE FITNESS, INC., desiring to organize under
the laws of the State of Florida, with its principal office
at 1358 Lake Washington Rd., Melbourne, Brevard County,
Florida 32935, has named DANIEL E. YANKOVICH, located at 4007
N. Harbor City Blvd, Melbourne, Brevard County, Florida
32935, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


DANIEL E. YANKOVICH
Registered Agent

FILED
98 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA