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AREA CODE 954
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August 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: T.J. Health & Fitness, Inc.

100002621041--8
-08/20/98--01064--002
*****70.00 *****70.00

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation and our check in the amount of \$70.00 in payment of the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Total	\$ 70.00.

Please file these Articles immediately and return a copy stamped filed.

Thank you for your assistance.

Sincerely,

HUME & JOHNSON P.A.

Christina Duarte
Assistant to Henry W. Johnson

/cd
encls.

FILED
98 AUG 20 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 21 1998

ARTICLES OF INCORPORATION
OF
T.J. HEALTH & FITNESS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is T.J. HEALTH & FITNESS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

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 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12300 NW 7th Street, Plantation, Florida 33325, and the name of the initial registered agent of this corporation at that address is Terrence O'Malley. The principal office address is 12300 NW 7th Street, Plantation, Florida 33325.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Terrence O'Malley	12300 NW 7th Street Plantation, Florida 33325
Janet O'Malley	12300 NW 7th Street Plantation, Florida 33325

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Terrence O'Malley	12300 NW 7th Street Plantation, Florida 33325

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of August, 1998.

Terrence O'Malley
Terrence O'Malley

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I 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 607.0505, Florida Statutes (1995).

Dated this 11 day of August, 1998.

Terrence O'Malley
Terrence O'Malley