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ARTICLES OF INCORPORATION

OF

RGW SPORTS AND FITNESS, INC.

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

ARTICLE I

<u>Name</u>

The name of the corporation shall be RGW SPORTS AND FITNESS, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be 2438 Wintergreen Road, Tallahassee, Florida 32308.

ARTICLE III

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of one cent (\$.01) per share.

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ARTICLE IV

Initial Registered Agent and Address

The name and address of the initial registered agent is ROBIN G. WESSON, 2437 Wintergreen Road, Tallahassee, Florida 32308.

ARTICLE V

Incorporators

The name and street address of the Incorporator to these Articles of Incorporation is ROBIN G. WESSON, 2437 Wintergreen Road, Tallahassee, Florida 32308.

The undersigned has executed these Articles of Incorporation this 11th day of September, 1998.

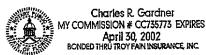
ROBIN G. WESSON, Subscriber

STATE OF FLORIDA, COUNTY OF LEON.

BEFORE ME, the undersigned authority, personally appeared ROBIN G. WESSON, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the corporation is RGW SPORTS AND FITNESS, INC.
- 2. The name and address of the registered agent and office is ROBIN G. WESSON, 2437 Wintergreen Road, Tallahassee, Florida 32308.

ROBIN G. WESSON, President

Date: September 11, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ROBIN G. WESSON, Registered Agent

Date: September //, 1998