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****122.50 ****122.50

TRANSMITTAL LETTER.

DATE: Sept 15, 1998

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
GEORGE FIRESTONE BLDG
409 EAST GAINES ST
TALLAHASSEE FL 32399

SUBJECT: PREMIER FITNESS FOR WOMEN, INC.

ENCLOSED IS AN ORIGINAL AND A COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$ 122.50

Wesley S. Harrell
FROM: WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

RECEIVED
SEP 16 PM 1:40
FILED
98 SEP 16 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 16 1998

ARTICLES OF INCORPORATION
OF
PREMIER FITNESS FOR WOMEN, INC.

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF
FORMING A CORPORATION UNDER THE FLORIDA BUSINESS
CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING
ARTICLES OF INCORPORATION:

ARTICLE I - NAME PREMIER FITNESS FOR WOMEN, INC.

THE NAME OF THE CORPORATION SHALL BE:

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS
OF THIS CORPORATION SHALL BE:

11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

100,000 SHARES OF COMMON STOCK, HAVING
A PAR VALUE OF \$ 1.00 PER SHARE

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

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TALLAHASSEE, FL 32399

ARTICLE V - INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION IS ARE:

WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

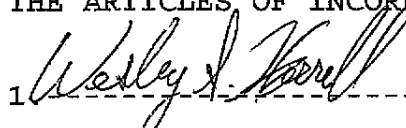
ARTICLE VI - BOARD OF DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTORS ARE:

1. WESLEY HARRELL
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

2.

THE UNDERSIGNED INCORPORATOR (S) HAS (HAVE) EXECUTED
THE ARTICLES OF INCORPORATION THIS SEPT 15, 98

1. -----SIGNATURE

2.-----SIGNATURE

3.-----SIGNATURE

REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

A handwritten signature in cursive script, reading "Wesley S. Harrell".

WESLEY HARRELL
REGISTERED AGENT

FILED

98 SEP 16 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA