



ACCOUNT NO. : 072100000032

REFERENCE : 984100 7159924

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 78.75

ORDER DATE : October 5, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 984100-005

CUSTOMER NO: 7159924

CUSTOMER: William Rafferty, Jr., ESQ
RAFFERTY GUTIERREZ & SANCHEZ-
ABALLI, P.A.
Suite 1400
1101 Brickell Avenue
Miami, FL 33131

800002655118--6

DOMESTIC FILING

NAME: CARROLL FITNESS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 1:26

9/15/98
DIVISION OF CORPORATIONS
MAY 31

ARTICLES OF INCORPORATION

OF

CARROLL FITNESS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 1:26

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

Carroll Fitness Corporation
c/o Ferraro & Associates, P.A.
200 South Biscayne Boulevard
Suite 3800
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$.001 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Rafferty, Gutiérrez & Sánchez-Aballí, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

William L. Rafferty, Jr.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
James L. Ferraro	200 South Biscayne Boulevard, Suite 3800 Miami, Florida 33131
Wesley Carroll	200 South Biscayne Boulevard, Suite 3800 Miami, Florida 33131
William L. Rafferty, Jr.	1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

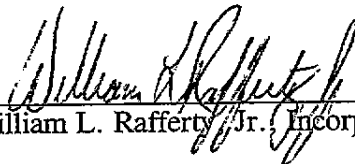
Name

Street Address

William L. Rafferty, Jr.

Rafferty, Gutiérrez & Sánchez-Aballí, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 2nd day of October, 1998.



William L. Rafferty, Jr., Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 1:26

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CARROLL FITNESS CORPORATION having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Rafferty, Gutiérrez & Sánchez-Aballí, P.A., 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named William L. Rafferty, Jr., located thereat as its registered agent to accept service of process within this state.

By: William L. Rafferty, Jr.
William L. Rafferty, Jr., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: William L. Rafferty, Jr.
William L. Rafferty, Jr., Registered Agent