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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-11/06/98--01054--016
****122.50 *****78.75

SUBJECT: Incorporation of Waterfront Family Fitness, Inc.

I enclose an original and one copy of the Articles of Incorporation for Waterfront Family Fitness, Inc. and a check in the amount of \$ 122.50 for the filing fee.

FROM: DARL D. FERGUSON
2000 North Congress Avenue # 208
West Palm Beach, Fl. 33409
(561) 687-4758

FILED
98 NOV -6 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-9-98
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ARTICLES OF INCORPORATION
OF
WATERFRONT FAMILY FITNESS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to those Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I.

The name of this corporation shall be Waterfront Family Fitness, Inc.

ARTICLE II.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares of common stock having a nominal or par value of \$1.00 per share.

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property, labor or services may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

ARTICLE IV.

The amount of capital with which this corporation will commence business with is not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE V.

This corporation shall have perpetual existence unless sooner dissolved pursuant to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

ARTICLE VI.

The initial address of the principal office of this corporation in the state of Florida is 10377 South US Highway 1 Pt. St. Lucie, Fl. 34952, with privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VII.

The corporation shall have not less than one (1) nor more than (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

ARTICLE VIII.

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

| | |
|-----------------|--|
| Kent R. LaFleur | 13409 William Myer Court Palm Beach Gardens, Fl. 33410 |
|-----------------|--|

| | |
|-----------------|---|
| Fred R. Burdett | 901 Donald Ross Road Juno Beach, Fl. 33408 |
|-----------------|---|

ARTICLE IX.

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

| | |
|------------------|--|
| Darl D. Ferguson | 2000 North Congress Ave. # 208 West Palm Beach, Fl. 33409 |
|------------------|--|

ARTICLE X.

The street address of the initial registered office of the corporation is 2000 North Congress Avenue # 208, West Palm Beach, Florida 33409 and the name of the initial registered agent of this corporation at that address is Darl D. Ferguson.


ARTICLE XI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

I, the undersigned Incorporator, have hereunto set my hand and signature this twenty-ninth day of October, 1998 for the purpose of forming this Corporation under the laws of the State of Florida and I hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

 10/29/98
Darl D. Ferguson Date

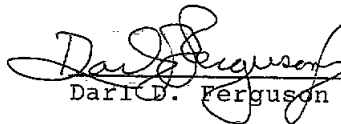
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First --- That Waterfront Family Fitness, Inc., desiring to
organize under the laws of the State of Florida with its
principle office, as indicated in the Articles of Incorporation
at 10377 South US Highway 1, Pt. St. Lucie, Fl. 34952, County of
St. Lucie, State of Florida has named DARL D. FERGUSON
who is located at 2000 North Congress Avenue # 208, West Palm
Beach, Florida 33409, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby am familiar with and accept the duties
and responsibilities as registered agent for said corporation.

 10/29/98
Darl D. Ferguson Date

FILED
98 NOV -6 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA