



P98000101793

ACCOUNT NO. : 072100000032

REFERENCE : 010199 7115326

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 70.00

ORDER DATE : October 27, 1998

ORDER TIME : 9:40 AM

ORDER NO. : 010199-005

CUSTOMER NO: 7115326

CUSTOMER: Mr. Tony L. Hopkins
SUNBAY FITNESS TWO, INC.
SUNBAY FITNESS TWO, INC.
3008 W. New Haven

300002705183--5

W. Melbourne, FL 32904

DOMESTIC FILING

NAME: SUNBAY FITNESS THREE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:26

RECEIVED
98 DEC -7 2:45

12/8/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:26

ARTICLES OF INCORPORATION
OF

SUNBAY FITNESS THREE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNBAY FITNESS THREE, INC.

The address of the principal office of this corporation shall be 306 North Nova Road, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 306 North Nova Road, Ormond Beach, Florida 32174, and the name of the initial registered agent of the corporation at that address is Tony Hopkins.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

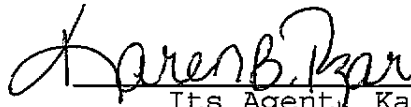
Tony Hopkins	913 Whisperoak,
Dir.	Melbourne, Florida 32901

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on December 7, 1998.

A handwritten signature in cursive script, appearing to read "Karen B. Rozar", is written over a horizontal line.

Its Agent, Karen B. Rozar
Incorporator

JKG

FILED
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Tony Hopkins, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SUNBAY FITNESS THREE, INC.

Tony Hopkins is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: TJH

Typed Name: Tony Hopkins