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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 135415 81272A

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : February 15, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 135415-005

700002777197--4

CUSTOMER NO: 81272A

CUSTOMER: Kirk Bauer, Esq.  
BIERNACKI & BAUER, P.A.  
BIERNACKI & BAUER, P.A.  
223 South Woodland Boulevard

Deland, FL 32720

DOMESTIC FILING

NAME: BRANDYWINE TENNIS & HEALTH  
CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*J. Wilson*

99 FEB 16 PM 2:42  
DIVISION OF CORPORATIONS

FILED  
99 FEB 16 PM 3:51  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:51

ARTICLES OF INCORPORATION

OF

BRANDYWINE TENNIS & HEALTH CLUB, 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:

BRANDYWINE TENNIS & HEALTH CLUB, INC.

The address of the principal office of this corporation shall be 2930 Brandywine Road, Deland, Florida 32720, 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Richard A. Aubin  
Dir./Pres.

2930 Brandywine Road  
Deland, Florida 32720

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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99 FEB 16 PM 3:51

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on February 16, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation  
to transact business in this State, having a business office  
identical with the registered office of the corporation named  
above, and having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

LRC/jjw