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ACCOUNT NO. : 072100000032

REFERENCE :

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

BRANDYWINE TENNIS & HEALTH

CLUB, INC.

EFFECTIVE DATE:

FARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

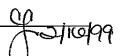
_ CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: =



OIVISION OF CORPORATIONS

99 FEB 16 PM 3:51

ARTICLES OF INCORPORATION

AO.

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 2930 Brandywine Road Dir./Pres. 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

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

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar _

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, 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

Its Agent, Karen B. Rozar

LRC/jjw