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LAW OFFICES
SOULE, LEAL & ASSOCIATES, P.A.

JAMES L. SOULE *

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** MEMBER OF THE NEW YORK BAR

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EDITH E. KILSBY *

JUDY PADRON *

KAREN VERNAT

* LEGAL ASSISTANT

† CERTIFIED LEGAL ASSISTANT

March 4, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: Club Consultants International, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Edith E. Kilsby
Legal Assistant

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 5:35

APR -7 1999

ARTICLES OF INCORPORATION
of

99 APR -5 PM 5:35

CLUB CONSULTANTS INTERNATIONAL, INC.

Article I

The name of the corporation is: Club Consultants International, Inc.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and the operation of Health Culb Consulting.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7515 West Oakland Park Blvd., Suite 100, Fort Lauderdale, FL 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule, Esquire.

Article VI

The name(s) of the incorporator(s) signing these articles is\are: Nat Cerbelli.

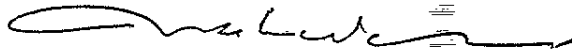
Article VII

The principle place of business will be 10004 Pines Blvd., Pembroke Pines, Florida 33024, and the mailing address will be 10004 Pines Blvd., Pembroke Pines, Florida 33024.

ARTICLE VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share.

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these Articles of Incorporation, this 31st day of
March, 1999.



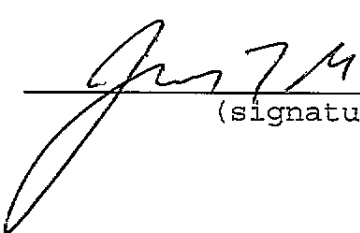
Nat Cerbelli Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
Club Consultants, International, Inc.
2. The name and address of the registered agent and office is:
James L. Soule, Esquire
(name)
7515 W. Oakland Park Blvd., Suite 100
(P.O. Box not acceptable)
Ft. Lauderdale, FL 33319
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

99 APR -5 PM 5:35

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SECRETARY OF STATE
DIVISION OF CORPORATIONS