

LAW OFFICES OF
SARON & EISENSTADT



BRIAN B. EISENSTADT
Certified Circuit Court Mediator

WILLIAM K. SARON

P99000039802

April 26, 1999

Secretary of State
Attention: New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

300002854953-0
-04/28/99-01064-011
****122.50 ****78.75

RE: Articles of Incorporation
Paradise Fitness Inc.

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Articles of Incorporation;
2. Filing Fee check number 10086 in the amount of \$ 122.50.

Please file the foregoing documents.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

Teresa M. Egner
Paralegal

FILED
99 APR 28 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SARON

MAY 3 - 1999

Reply To:
1400 66th Street North
Suite 104
St. Petersburg, FL 33710
(727) 345-4566

1-800-LAW-2424
FAX (727) 345-5075

1001 3rd Avenue West
Suite 350
Bradenton, FL 34205
(941) 745-5884

ARTICLES OF INCORPORATION
OF
PARADISE FITNESS INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is PARADISE FITNESS INC. The business address is 11120 8TH Street East, Treasure Island, FL 33706.

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, engaging in each and every phase and/or aspect of the business of health club, and is incorporated pursuant to Chapter 607, Florida Statutes.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the right, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Articles, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1400 66th Street North, Suite 104, St. Petersburg, FL and the name of the initial registered agent of this corporation at that address is William K. Saron, Esquire.

ARTICLE V - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Stuart Tabman 11120 8th Street East, Treasure Island, FL 33706
Melody Tabman 11120 8th Street East, Treasure Island, FL 33706

ARTICLE VI - Incorporator

The name and address of the person signing these Articles is:

William K. Saron, Esquire 1400 66th Street North, Suite 104
St. Petersburg, FL 33710


ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

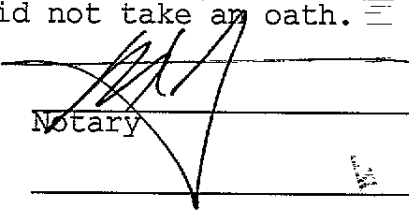
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of March, 1999.


Stuart Tabman
Subscriber

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4 day of March, 1999 by Stuart Tabman, director of Paradise Fitness Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.


Notary



W. K. SARON
COMMISSION # CC 682051
EXPIRES SEP 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

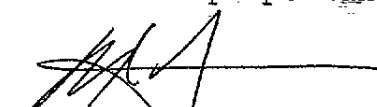
Title

Serial Number

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


WILLIAM K. SARON, ESQUIRE
REGISTERED AGENT/INCORPORATOR
Date: 3.4.99