

Division of Corporations

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Florida Department of State
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To:

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From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
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COMMENTS: PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, JUNE 9, 1999. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

CALL S. ANDRE* DIRECT DIAL (407) 418-6203

FLORIDA PROFIT CORPORATION OR P.A.

GRINZ FITNESS, INC.

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ARTICLES OF INCORPORATION

OF

GRINZ FITNESS, INC.

ARTICLE I - NAME

The name of this corporation is GRINZ FITNESS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be
1194 Chessington Circle, Heathrow, Florida 32746.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR
(\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive,
Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that
address is Gary Soles.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either
increased or decreased from time to time as provided in the Bylaws of the corporation, but shall
never be less than one (1). The name and address of the initial director are as follows:

William T. Grim, III

1194 Chessington Circle
Heathrow, Florida 32746

This document was prepared by:

Gary Soles, Esquire

Florida Bar Number: 0614149

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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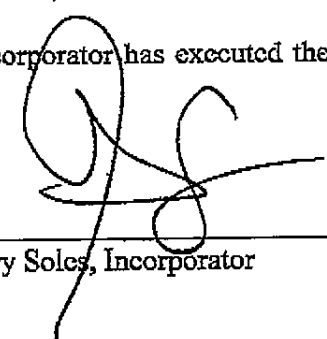
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Gary Soles

215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 22 day of June, 1999.



Gary Soles, Incorporator

ACCEPTANCE OF REGISTERED AGENT

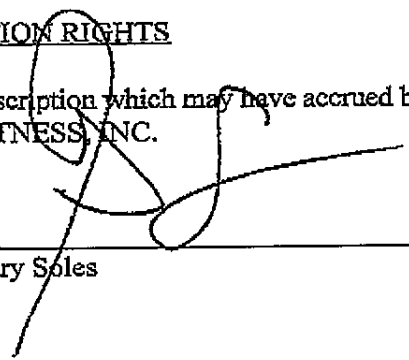
The undersigned hereby accepts the designation as Registered Agent of GRINZ FITNESS, INC.



Gary Soles, Registered Agent

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of GRINZ FITNESS, INC.



Gary Soles

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