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Law Offices
of

TERRANCE P. MCNAMARA, ESQ.

June 7, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002899389--8
-06/09/99--01055--005
****210.00 *****70.00

RE: Fitness Nation of Altamonte Springs, Inc.
Fitness Nation of Tampa, Inc.
DLM Enterprises of Pinellas, Inc.

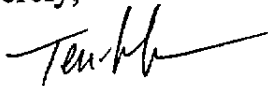
Dear Department of State:

Attached please find Articles of Incorporation (in duplicate) for the above mentioned entities.

Please file the same and return copies to my attention. A check in the amount of \$210.00 is enclosed.

Thank you.

Sincerely,



Terrance P. McNamara, Esq:

TPM/bm

FILED
1999 JUN -9 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN 11 1999

FILED

1999 JUN -9 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FITNESS NATION OF ALTAMONTE SPRINGS, INC.

ARTICLE I

Name

- 1.1 The name of the corporation is Fitness Nation of Altamonte Springs, Inc.

ARTICLE II

Duration

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

- 3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

- 7.1 This corporation shall have one (1) director initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial director of this corporation is:

Terrance P. McNamara, Esq.
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE VIII

Incorporators

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

Terrance P. McNamara, Esq.
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9th day of JUNE, 1999.

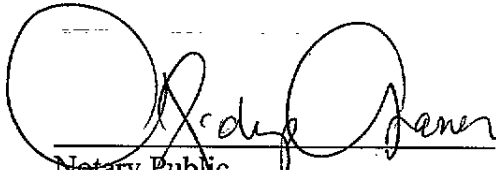


Terrance P. McNamara, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

 SWORN TO AND SUBSCRIBED before me this 9th day of JUNE, 1999.



Notary Public
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
GLADYS GRAVER
COMMISSION # CC723201
EXPIRES 8/1/2002
BONDED THRU ABA 1-888-NOTARY1

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Fitness Nation of Altamonte Springs, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

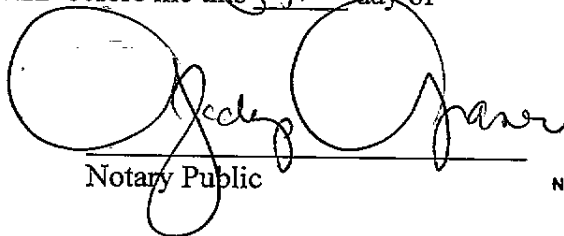


Terrance P. McNamara, Esq.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 8th day of June, 1999.



Notary Public

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
GLADYS GRAVER
COMMISSION # CC723201
EXPIRES 6/1/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
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