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-08/06/99--01041--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Subject: David's House of Fitness, Inc.

I have enclosed an original and two copies of the Article of Incorporation for the above Corporation and a check in the amount of \$70.00

Signed: \_\_\_\_\_

Date: Monday, August 2<sup>nd</sup>, 1999.

From: David's House of Fitness, Inc.

David W. Essig  
Incorporator / Registered Agent  
980 Florida Parkway,  
Kissimmee,  
FL 34743

FILED  
99 AUG -6 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-12  
W.S.

ARTICLES OF INCORPORATION  
OF  
DAVID'S HOUSE OF FITNESS, INC

FILED  
99 AUG -6 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation: DAVID'S HOUSE OF FITNESS, INC.

ARTICLE II  
Principal Office / Mailing Address

The principal office and mailing address of the corporation shall be 409 NORTH CHURCH STREET, SUITE B&C, KISSIMMEE, FLORIDA 34741 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III  
TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV  
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United State and of this State.

ARTICLE V  
Capital Structure

The maximum number of shares of stock that this corporation is authorize to have outstanding at any one time is 100,000 shares of common stock, having a value of \$0.01 per share.

ARTICLE VI  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be DAVID W. ESSIG. The street address of the initial registered office of this corporation is, 980 FLORIDA PARKWAY, KISSIMMEE, FLORIDA 34743

ARTICLE VII  
Board of Directors

There shall be a Board of Director for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

David W. Essig  
980 Florida Parkway,  
Kissimmee,  
Florida 34743

ARTICLE OF VIII  
Incorporator

The name and the street address of the incorporator is:

Name:  
David W. Essig

Address:  
980 Florida Parkway,  
Kissimmee, Florida 34743

ARTICLE IX  
By Laws

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

ARTICLE X  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XI  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a special resolution adopted by a majority vote of the Board of Directors at any usual or special meeting provided at least ten (10) days written notice is given to each director of time and place of meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 2<sup>nd</sup> day of August, 1999

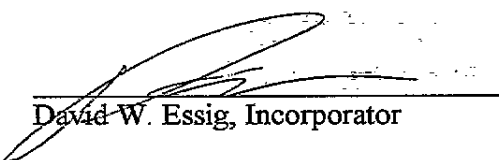
  
David W. Essig, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Chapter 607.0501, Florida Statutes, the following is  
submitted:

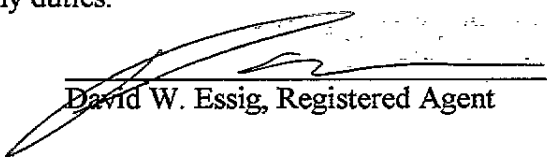
That DAVID'S HOUSE OF FITNESS, INC., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of business at City of  
Kissimmee, State of Florida, has named David W. Essig, 980 Florida Parkway,  
Kissimmee, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of  
the registered agent are identical.

  
David W. Essig, Incorporator

8-2-99  
Dated

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

  
David W. Essig, Registered Agent

8-2-99  
Dated

FILED  
99 AUG -6 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA