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ACCOUNT NO. : 072100000032

REFERENCE : 385899 10770A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 385899-010

000002996250--3

CUSTOMER NO: 10770A

CUSTOMER: Reed McClosky, Esq
FREEDMAN & MCCLOSKEY P.A.
FREEDMAN & MCCLOSKEY P.A.
Suite 700
1 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: APOLLO GYM AND SAUNA CLUB, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

g 9/24/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 PM 3:18
99 SEP 24 AM 11:26
RECEIVED
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 PM 3:18

Apollo Gym and Sauna Club, Inc.

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Apollo Gym and Sauna Club, Inc.
515 North Victoria Park Road
Fort Lauderdale, Florida 33301

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one hundred (100) shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Freedman & McClosky, P.A.
Attention: Reed B. McClosky, Esq.
One East Broward Boulevard
Suite 700
Fort Lauderdale, Florida 33301

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Kryzstof Olschewski	515 North Victoria Park Road Fort Lauderdale, Florida 33301

ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	
Kryzstof Olschewski	President and Secretary

ARTICLE VIII

The name and address of the incorporator is:

Reed B. McClosky, Esq.
One East Broward Boulevard
Suite 700
Fort Lauderdale, Florida 33301

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.


ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of September, 1999.



Reed B. McClosky, Esq., Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Reed B. McClosky, known to me to be the person who has executed the foregoing Articles of Incorporation, and he has acknowledged before me that he has executed these Articles of Incorporation for

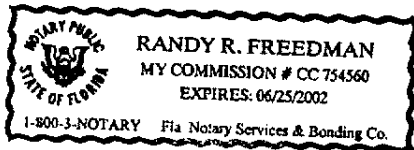
the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 23rd day of September, 1999.

Randy R. Freedman
NOTARY PUBLIC

Randy R. Freedman
Typed, printed or stamped
name

My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 PM 3:18

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FREEDMAN & McCLOSKEY, P.A., having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: **Apollo Gym and Sauna Club, Inc.** is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

FREEDMAN & McCLOSKEY, P.A.

BY:


Reed B. McClosky, as President