

P99000093227

5161 Majorica Club Drive
Boca Raton, Florida 33486

FILED
99 OCT 21 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 19, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500003021185--3
-10/21/99--01077--014
*****78.75 *****78.75

Re: Articles of Incorporation
Rushing Fitness Center of Florida, Inc.

Dear Sir or Madam:

Please find enclosed the following documents which we would ask you to file in your office:

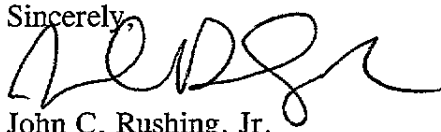
1. One original and a conformed copy of the Articles of Incorporation; and
2. A check in the amount of \$78.75 to cover the filing fee.

We have also enclosed a return envelope for your use in returning a copy of the filed Articles to the undersigned.

Thank you

(561) 417-0999

Sincerely,


John C. Rushing, Jr.
Incorporator

D. BROWN OCT 22 1999

ARTICLES OF INCORPORATION
OF
RUSHING FITNESS CENTER OF FLORIDA, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Rushing Fitness Center of Florida, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 5161 Majorca Club Drive, Boca Raton, Florida 33486.

THIRD: The number of shares the corporation is authorized to issue is: 1000.

FOURTH: The street address of the initial registered office of the corporation is 5161 Majorca Club Drive, Boca Raton, Florida 33486, and the name of its initial registered agent at such address is John C. Rushing, Jr.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

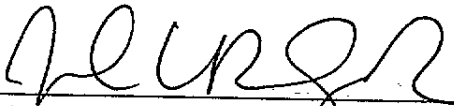
John C. Rushing, Jr.	5161 Majorca Club Drive Boca Raton, Florida 33486
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J. Carroll Rushing	5161 Majorca Club Drive Boca Raton, Florida 33486
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SIXTH: The name and address of each incorporator is:

John C. Rushing, Jr.
5161 Majorca Club Drive
Boca Raton, Florida 33486

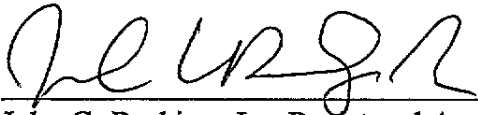
SEVENTH: Any other provision required or permitted by law is:


John C. Rushing, Jr., Incorporator

10-20-99
Date

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John C. Rushing, Jr., Registered Agent

10-20-99

Date