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ATTORNEYS

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October 26, 1999

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**VIA FEDERAL EXPRESS**

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

100003026571--3  
-10/27/99--01074--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: First in Fitness, Inc. Articles of Incorporation**

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation for First in Fitness, Inc., along with one additional copy to be file-stamped. Also enclosed is our check for \$87.50 for filing fees. Kindly return the file-stamped copy of the Articles in the enclosed, self-address, stamped envelope.

Of course, should you have any questions, please feel free to contact me.

Sincerely yours,

*Jerome E. Speegle*  
Jerome E. Speegle

JES/jyb

FILED  
99 OCT 27 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN OCT 28 1999

STATE OF FLORIDA )

COUNTY OF DUBAL )

FILED  
99 OCT 27 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST IN FITNESS, INC.

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

ARTICLE ONE

NAME

The name of the corporation is First in Fitness, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business of the corporation is 9802-005 Baymeadows Road, Jacksonville, Florida 32256. The mailing address of this corporation shall be Cory Everson's Fitness for Women, 2370E Hillcrest Road, Mobile, Alabama 36695.

ARTICLE THREE

SHARES

The aggregate number of shares that the corporation is authorized to have outstanding at any time is 10,000, all of which shall be common shares with par value of \$1.00.

#### ARTICLE FOUR

##### INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

R. Glenn Crowley, Jr.  
9805 Arbor Oaks Lane  
#201  
Boca Raton, Florida 33428

#### ARTICLE FIVE

##### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Harry Dodich  
c/o Cory Everson Fitness for Women  
2370E Hillcrest Road  
Mobile, AL 36695

#### ARTICLE SIX

##### DURATION

The term of existence of the corporation is perpetual.

#### ARTICLE SEVEN

##### PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive right to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

Harry Dodich  
Harry Dodich, Incorporator

10-26-99  
Date

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.

R. Glenn Crowley, Jr.  
R. Glenn Crowley, Jr.  
Registered Agent

10-26-99  
Date

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TALLAHASSEE, FLORIDA