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November 2, 1999

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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****122.50 *****78.75

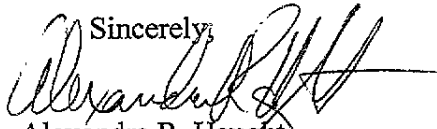
Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for SECOND WIND FITNESS, INC. Please file the original Articles and return a file-stamped copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,

Alexandra R. Haught
Attorney at Law

Enc. as Stated

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Alexandra GAVE
AUTHORIZATION BY PHONE TO
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DATE 11/9
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SECOND WIND FITNESS, INC

The undersigned subscriber, being the sole incorporator of these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

ARTICLE I
NAME & ADDRESS

The name of this corporation is SECOND WIND FITNESS, INC. The principal office and mailing address of the corporation is 626 Legion Court, Destin, FL 32541.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE AND POWERS

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 66 Indigo Loop South, Destin, FL 32541 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The names and addresses of the persons who are to serve as the initial Board of Directors are:

Paul A. Hunter
626 Legion Court
Destin, FL 32541

ARTICLE VII
INITIAL INCORPORATORS

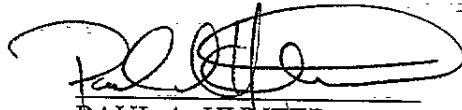
The name and address of the initial incorporator of this corporation is as follows:

Paul A. Hunter
626 Legion Court
Destin, FL 32541

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

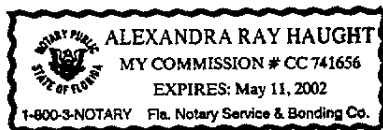
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has hereunto set her hand and seal on this the 11 day of November, 1999, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

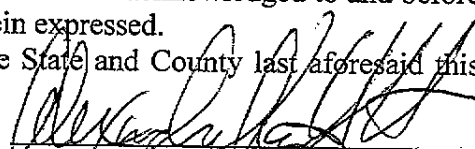

PAUL A. HUNTER
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared PAUL A. HUNTER who has produced a valid driver's license as the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

1st WITNESS my hand and official seal in the State and County last aforesaid this day of November, 1999.




ALEXANDRA RAY HAUGHT
NOTARY PUBLIC
My Commission Expires:

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

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is SECOND WIND FITNESS, INC.
2. The address of the registered office is 66 Indigo Loop South, Destin, FL 32541.
3. The name of the registered agent at the registered office is ALEXANDRA R. HAUGHT.

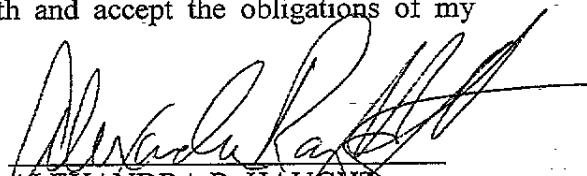
Dated: November 1, 1999.



PAUL A. HUNTER
Incorporator

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

Dated: November 1, 1999.



ALEXANDRA R. HAUGHT
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA