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A PARTNERSHIP OF INDEPENDENT LAW FIRMS

December 6, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

Re: Euphoria Fitness, Inc.

100003066121--8
-12/09/99--01098--013
****131.25 *****87.50

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Designation and Acceptance and Registered Agent for a Florida Corporation.

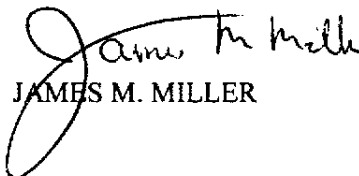
Please provide me a Certificate of Status and a certified copy of these Articles.

A check for \$131.25 is enclosed it represents payment for:

Filing Fee:	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$52.50
Certificate of Status	\$ 8.75
TOTAL	\$131.25

If there is any problems, please let me know immediately.

Very truly yours,


JAMES M. MILLER

JMM/lf
Enclosures

FILED
1999 DEC -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 10 1999

FILED

1999 DEC -9 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR**

EUPHORIA FITNESS, INC.

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

ARTICLE I – NAME:

The name of this corporation is EUPHORIA FITNESS, INC. The duration of the Corporation is perpetual. The effective of date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of the State.

ARTICLE II – PRINCIPAL OFFICE:

The principal address of the Corporation shall be 210 Fern Creek Avenue, Orlando, Florida 32803.

ARTICLE III – REGISTERED OFFICE AND AGENT:

The address of the Registered Agent in the State of Florida is 210 Fern Creek Avenue, Orlando, Florida 32803, County of Orange. The name of the Registered Agent at such address is Jason L. Infinger.

ARTICLE IV – CORPORATE PURPOSES, POWERS AND RIGHTS:

The general purpose for which this corporation is organized shall be:

1. To provide physical fitness services to the general public.
2. In furtherance of its corporate purposes, the corporation shall have all of the general and specific powers and rights granted to and conferred to a corporation by the Florida Business Corporation Act.

ARTICLE V – CAPITAL STOCK:

The number of shares of Capital Stock which the corporation has the authority to issue is one thousand (1000) shares of Common Stock (“Common Stock”) one-dollar (\$1.00) par value per share.

ARTICLE VI – INCORPORATED:

The name and mailing address of the incorporator of this Corporation is as follows:

Jason L. Infinger	210 N. Fern Creek Avenue
	Orlando, Florida 32803

ARTICLE VII – BOARD OF DIRECTORS:

1. The number of members of the Board of Directors may be increased or diminished from time to time by the By-laws; provided, however there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs on the Board of Directors during a term, the remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill the vacancy until the next annual meeting of the Shareholders.

3. The name and mailing address for the persons who shall serve as the Directors of the Corporation until the first annual meeting of the Shareholders is as follows:

- a) Jason L. Infinger
210 Fern Creek Avenue
Orlando, Florida 32803
- b) Todd Husty, M.D.
5690 S. Lake Burkett Lane
Winter Park, Florida 32792

- c) Wendy Chioji
1021 Lincoln Circle
Winter Park, Florida 32789

ARTICLE VIII – OFFICERS:

1. The number of Officers may be increased or diminished from time to time by the By-laws; provided, however, there shall never be less than one (1). Each officer shall serve until the next annual meeting of Shareholders.

2. If any vacancy occurs in the Officers during a term, the remaining officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of Shareholders.

3. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the Shareholders is as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	Jason L. Infinger	210 N. Fern Creek Avenue Orlando, Florida 32803
Vice-President	Wendy Chioji	1021 Lincoln Circle Winter Park, Florida 32789
Secretary	Wendy Chioji	1021 Lincoln Circle Winter Park, Florida 32789
Treasurer	Dr. Todd Husty	5690 S. Lake Burkett Lane Winter Park, Florida 32789

ARTICLE VIII – AMENDMENT:

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by

statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

ARTICLE X – BYLAWS:

The power to adopt, amend, or repeal by-laws for the management of this Corporation shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not repeal or amend any by-law adopted by the Shareholders if the Shareholders specifically provide that such by-law is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI – INDEMFICATION:

The Corporation shall indemnify any Incorporator, Officer, or Director or any former Incorporator, Office or Director to the full extent permitted by law.

ARTICLE XII – TRANSFER OF SHARES

If, from time to time a Shareholder's Agreement among all the Shareholders of the Corporation is in effect regarding the Sub-chapter S status of the Corporation, pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such Agreement whether by operation of law or otherwise are null and void ab initio.

The undersigned, for the purposes of forming a Corporation under the Laws of the State of Florida, does, make, file and record this Articles of Incorporation, and does

certify to the facts herein are true: and that I have accordingly hereunto set my hand and seal.

Dated at Altamonte Springs, Seminole County, Florida this 6 day of December, 1999.


JASON L. INFINGER,
Incorporator

FILED

1999 DEC -9 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION OF ACCEPT AND ACCEPTANCE
OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 607.0501, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered office/Registered Agent in the State of Florida:

1. The name of the Corporation is: Euphoria Fitness, Inc.
2. The name of the Registered Agent: Jason L. Infinger
3. The address of the Registered Agent/
Registered Office is: Jason L. Infinger
210 N. Fern Creek Avenue
Orlando, Florida 32803

ACKNOWLEDGEMENT

Having been named as Registered Agent and designated to accept service of process for the Corporation, 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.

Date this 6 day of December, 1999.


JASON L. INFINGER