

CERTIFICATE OF INCORPORATION

OF

SOUTHEASTERN GYMS, INC.

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned natural persons of the age of twenty-one years or more, being all the subscribers to the capital stock, have associated together, and, upon the making and filing for record of the Certificate of Incorporation in the county in which the principal office is established under Article III hereof, shall constitute, with their successors and assigns, a body corporate (hereinafter referred to as the "Corporation") under the name set forth in Article I hereof.

Inst # 1997-34182

ARTICLE I.

NAME

1.1 The name of the Corporation shall be:

Southeastern Gyms, Inc.

ARTICLE II.

PURPOSES, OBJECTS AND POWERS

2.1 The purposes and objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article II to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given

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corporations by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(1) To engage in the business of operating a physical fitness center and all related businesses.

(2) To have and to exercise any and all of the powers specifically granted in the professional and business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Corporation and none of which are denied to it by this Certificate of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidences of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase to the extent of capital surplus available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(7) To borrow money from any person, firm, corporation or governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation.

(8) To lend money or aid or extend credit, to any

person, firm, corporation or governmental unit.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation, or governmental unit, and to secure the same by mortgage or pledge of any property of the Corporation.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

2.2 All words, phrases and provisions appearing in this Article II are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

ARTICLE III.

PRINCIPAL OFFICE

3.1 The address of the initial registered office is:

312 Thompson Road
Alabaster, Alabama 35007

and the name of its initial registered agent at such address is:

B. Stanley Bruce.

ARTICLE IV.

CAPITAL STOCK

4.1 The total number of shares of stock which the Corporation shall have authority to issue shall be 1,000 shares

of the par value of \$1.00 per share. The Corporation intends to initially issue 1,000 shares of capital stock. The amount of capital stock with which the Corporation will begin business shall be \$1,000.00.

ARTICLE V.

SUBSCRIPTION AGENT

5.1 The name and post office address of the subscription agent for the Corporation is:

B. Stanley Bruce	312 Thompson Road Alabaster, Alabama 35007
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ARTICLE VI.

INCORPORATORS AND INITIAL DIRECTORS AND OFFICERS

6.1 The name and post office address of the incorporators and the number of shares of stock subscribed for by him, and the names and post office addresses of the directors and officers chosen until the first annual meeting of the stockholders are:

<u>INCORPORATORS</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
B. Stanley Bruce	312 Thompson Road Alabaster, AL 35007	250
Vince Elliott	1126 9th Avenue S.W. Alabaster, AL 35007	250
Sandra Bruce	312 Thompson Road. Alabaster, AL 35007	250
Heather Elliott	1126 9th Avenue S.W. Alabaster, AL 35007	250

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DIRECTORS

ADDRESS

B. Stanley Bruce	312 Thompson Road Alabaster, AL 35007
Vince Elliott	1126 9th Avenue S.W. Alabaster, AL 35007
Sandra Bruce	312 Thompson Road Alabaster, AL 35007
Heather Elliott	1126 9th Avenue S.W. Alabaster, AL 35007

OFFICERS

ADDRESS

POSITION

B. Stanley Bruce	312 Thompson Road Alabaster, AL 35007	President
Vince Elliott	1126 9th Avenue S.W. Alabaster, AL 35007	Vice-President
Sandra Bruce	312 Thompson Road Alabaster, AL 35007	Secretary
Heather Elliott	1126 9th Avenue S.W. Alabaster, AL 35007	Treasurer

ARTICLE VII.

DURATION

7.1 The duration of the Corporation shall be perpetual.

ARTICLE VIII.

INTERNAL AFFAIRS

8.0 The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation,

the directors and the stockholders are hereby adopted:

8.1 The initial by-laws of the Corporation shall be adopted by the stockholders. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and the stockholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws, provided, however, that the Board of Directors may not alter, amend or repeal any by-law establishing the number of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The by-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and stockholders not inconsistent with the Act or this Certificate of Incorporation.

8.2 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article VI hereof. Thereafter, the number of directors of the Corporation shall be fixed from time to time by the by-laws, or, in the absence of a by-law fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the by-laws, provided that the Board of Directors shall consist of not less than one director, and that no decrease shall have the effect of shortening the term of any incumbent director..

8.3 Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of proceedings of the Board.

8.4 The Board of Directors shall have the exclusive authority without consent of stockholders to issue shares of capital stock from time to time for such consideration (either cash or property, tangible and intangible) as they shall determine.

8.5 Any contract or other transaction between the

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Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

8.6 (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or officer, partner, employee or agent of the Corporation, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section.

(f) The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Certificate of Incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

8.7 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon stockholders at any time are granted subject to this reservation.

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IN TESTIMONY WHEREOF, witness the hand of the undersigned
incorporators on this the 10 day of October, 1997.

B. Stanley Bruce
B. Stanley Bruce

Vince Elliott
Vince Elliott

Sandra Bruce
Sandra Bruce

Heather Elliott
Heather Elliott

10/10/97

Gene W. Cuel

my commission expires
11/18/97

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Southeastern Gyms, inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C D Brisendine, 200 Cahaba Park Circle Ste 213, Birmingham, AL 35242 for a period of one hundred twenty days beginning September 30, 1997 and expiring January 29, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 30, 1997

Date



Jim Bennett

Secretary of State



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