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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

TONE ZONE FITNESS, CORP.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

B. McKnight JUL 12 2001

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(5)

ARTICLES OF INCORPORATION
OF
TONE ZONE FITNESS, CORP.

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

ARTICLE ONE

The name of the corporation shall be:

TONE ZONE FITNESS, CORP.

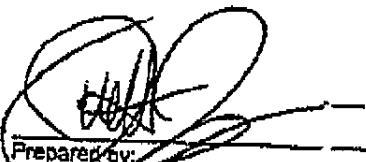
ARTICLE TWO

The principal place of business of this corporation shall be:

**6456 SW 15TH STREET
MIAMI, FLORIDA 33144**

ARTICLE THREE

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or Nation.


Prepared by:
Law Offices of, P. A.,
Esq.
Suite 710
Coral Gables, FL 33134
FL Bar #

ARTICLE FOUR

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The aggregate number of shares of stock and list par value that this corporation is authorized to have outstanding at any one time is:

1000 SHARES OF COMMON STOCK AT \$1.00 PAR VALUE

ARTICLE FIVE

This corporation is to exist perpetually.

ARTICLE SIX

There shall be one or more directors of this corporation.

ARTICLE SEVEN

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

HECTOR A. RODRIGUEZ, JR.

ARTICLE EIGHT

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

**HECTOR A. RODRIGUEZ, JR.
6456 SW 15TH STREET
MIAMI, FLORIDA 33144**

ARTICLE NINE

The name and address of the initial registered agent is:

IVETTE RODRIGUEZ, P. A.
201 ALHAMBRA CIRCLE, SUITE 500
Coral Gables, FL 33134

ARTICLE TEN

It is the intention of the initial Board of Directors to be taxed as a "small business corporation", under the provisions of the Internal Revenue Code and that the proper officers of the corporation be and they are hereby authorized and directed to evidence such election by completing and filing for 2553 of the United States Treasury Department with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of July, 2001.

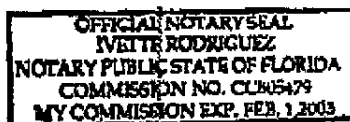

HECTOR A. RODRIGUEZ

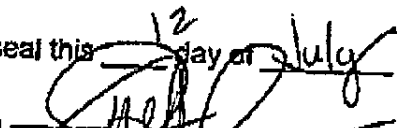
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared HECTOR A. RODRIGUEZ, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation or provided the following form of identification

_____ and acknowledged to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 12 day of July of 2001.




Notary Public, State of Florida
My Commission Expires:

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ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


IVETTE RODRIGUEZ, P. A.
Registered Agent

Date: July 12, 2001

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