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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: GYM MANAGERS, INC.
AUDIT NUMBER.....H97000000545
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF

GYM MANAGERS, INC.

ARTICLE I: NAME

The name of this corporation is GYM MANAGERS, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: PRINCIPLE OFFICE

The principle place of business of said corporation shall be 2801 S.W. 31st Avenue Pembroke Park, Florida, with the privilege of operating at any other place within and without the State of Florida.

ARTICLE V: RESIDENT AGENT

The initial resident agent for this corporation is Stuart Greenberg, and the initial resident office is located at 2801 S.W. 31st Avenue, Pembroke Park, Florida, 33009

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned hereby accepts the designation.

Stuart Greenberg
Stuart Greenberg

Stuart E. Greenberg
2801 S.W. 31 Ave.
Pembroke Park, FL 33009
(954) 987-3696
FBN. 214884

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ARTICLE VI: CAPITALIZATION

The amount of capital with which the corporation will begin doing business is five hundred dollars (\$500.00).

The maximum number of shares that the corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at one dollar (\$1.00) par value each.

ARTICLE VII: SUBSCRIBERS

The names and street addresses of the original incorporators of these Articles of Incorporation are:

Stuart Greenberg 2801 S.W. 31 st Avenue Pembroke Park, Florida	Pamela Greenberg 2801 S.W. 31 st Avenue Pembroke Park, Florida
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ARTICLE VIII: STOCKHOLDERS AGREEMENTS

The stockholders of this corporation may enter into such agreements as they may see fit wherein and whereby said stockholders may limit their voting rights by virtue of such stockholders agreements.

ARTICLE IX: DIRECTORS

The number of directors of this corporation shall be no less than one nor more than four.

The names and addresses of the first directors are:

Stuart Greenberg 2801 S.W. 31 st Avenue Pembroke Park, FL	Pam Greenberg 2801 S.W. 31 st Avenue Pembroke Park, FL
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IN WITNESS WHEREOF, We the undersigned subscribing incorporators have set our hands and seals this 3 day of January, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida,

H9700000545

