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MVC

MEN'S VITALITY CENTERS, INC.

2170 Main Street
Sarasota, FL 34237
(941) 365-0505
Fax (941) 365-4112

August 20, 1996

Secretary of State, State of Florida
409 East Gaines Street
Tallahassee, FL 32314

RE: Application by Foreign Corp. for Authorization
to Transact Business in Florida

400001932214
-08/27/96--01021--017
*****78.75 *****78.75

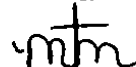
To whom it may concern:

Enclosed you will find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Men's Vitality Center, Inc. Please file this Application and provide me with a Certificate of status.

If you have any questions, please do not hesitate to call.

Sincerely,


E. Nicholas Davis III

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 2:02


APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. MEN'S Vitality CENTERS INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 061-446849
(FEI number, if applicable)

4. 12/13/95
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. July 19, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. 2170 MAIN STREET
SARASOTA, FL 34237
(Current mailing address)

8. TO ENGAGE IN ANY lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: E. Nicholas Davis, III

Office Address: 2170 MAIN STREET

SARASOTA, Florida, 34237
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 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.

E. Nicholas Davis III
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATE
96 AUG 26 PM 2:00

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael A. Cassin
Address: 250 W. 88th ST
N.Y., N.Y. 10024
Vice Chairman: Donald Edwards
Address: 657 Key Royale Dr.
Holmes Beach, FL 34217
Director: Michael Della Donna
Address: 4121 Brittany 34233
SARASOTA, FL
Director: _____
Address: _____

B. OFFICERS

President: Donald Edwards
Address: 657 Key Royale Dr.
Holmes Beach, FL 34217
Vice President: Michael Della Donna
Address: 4121 Brittany Lane
SARASOTA, FL 34233
Secretary: Michael A. Cassin
Address: 250 W. 88th ST.
N.Y., N.Y. 10024
Treasurer: Michael Della Donna
Address: 4121 Brittany Lane
SARASOTA, FL 34233

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael Della Donna
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Michael Della Donna Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEN'S VITALITY CENTERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 2:02



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8059676

08-08-96