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FLEX FITNESS, INC.

1236 S. Dixie Hwy

Coral Gables, FL 33146

FILED
00 MAR -6 PM 1:01
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

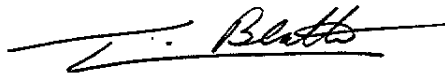
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*****78.75 *****78.75

Re: Transmittal Letter/Flex Fitness, Inc.

To the Division of Corporations:

Enclosed is an original and one (1) copy of the articles of incorporation for Flex Fitness, Inc. and a check in the amount of \$78.75 (\$35 filing fee + \$35 designation and acceptance of registered agent + \$8.75 certified copy). Please mail a certified copy of the articles of incorporation to my office at the address printed above.

Thank you for your kind attention.



Timothy Beattie

D. BROWN MAR 13 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLEX FITNESS, INC.**

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

ARTICLE I.

1.1 Name.

The name of the Corporation is:

FLEX FITNESS, INC.

1.2 Address.

The principal office and business address is:

**1236 South Dixie Highway
Coral Gables, Florida 33146**

ARTICLE II.

2.1 Purpose and Powers.

The purpose for which the corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Florida. The corporation shall be authorized and permitted to do any and all things allowed and permitted to be done under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporations Act.

ARTICLE III.

3.1 Authorized Shares.

The total authorized stock is 1000 shares at no par value per share. All stock will be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV.

4.1 Directors.

The following is the name and address of the person who shall serve as the Director until the first annual meeting of Shareholders or until his successor shall be elected and qualified:

Timothy Beattie
1236 South Dixie Highway
Coral Gables, Florida 33146

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

4.2 Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in the By-Laws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or to the manner provided in these Articles of Incorporation or the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a by-Law providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors.

ARTICLE V.

5.1 Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer (any and all of which offices may be held by the same person) who will hold office until the successors are either elected, appointed or have qualified is:

President
Timothy Beattie
1236 South Dixie Highway
Coral Gables, Florida 33146

ARTICLE VI.

6.1 Registered Agent.

The name and address of the initial registered agent is:

Timothy Beattie
1236 South Dixie Highway
Coral Gables, Florida 33146

ARTICLE VII.

7.1 Incorporator.

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

Timothy Beattie
1236 South Dixie Highway
Coral Gables, Florida 33146

ARTICLE VIII.

8.1 Term.

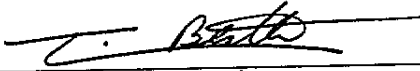
The term of existence of the Corporation shall be perpetual.

ARTICLE IX

9.1 Amendments to Articles.

The Corporation may amend its Articles of Incorporation, from time to time, in any manner provided by law.

The undersigned has executed these Articles of Incorporation this 1st Day of March, 2000.



Timothy Beattie
Incorporator

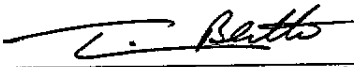
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS CAN BE SERVED**

Pursuant to the provisions of Chapter 607.0501, Florida Statutes, the following is submitted:

Flex Fitness, Inc., desiring to organize under the laws of the State of Florida, has named Timothy Beattie 1236 South Dixie Highway, Coral Gables, Florida 33146 as its Registered Agent and Registered Office to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the duties and obligations of my position as registered agent as provided by Chapter 607, Florida Statutes.



Timothy Beattie

Date: 3/02/00