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LAW OFFICE OF
DECARLO & KNOERR, P.A.

4984 NORTH PINE ISLAND ROAD
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March 16, 2000

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

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-03/20/00--01107--004
*****78.75 *****78.75

Re: CG Fitness, Inc.

Gentlemen:

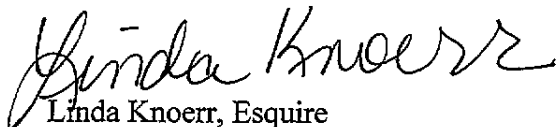
I am enclosing, herewith, original and copy of the Articles of Incorporation of CG Fitness, Inc. for filing, together with a check in the amount of \$ 78.75 to cover your filing fees.

Please return a stamped copy to this office at your earliest possible convenience.

If you have any questions regarding the above, please contact this office immediately.

Very truly yours,

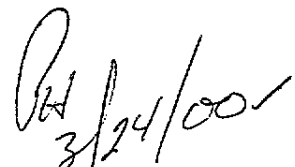
DeCarlo & Knoerr, P.A.


Linda Knoerr, Esquire

LK/poc

Encs.

FILED
00 MAR 20 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION
OF
CG FITNESS, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of CG FITNESS, INC., a Florida corporation, (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is CG FITNESS, INC., a Florida corporation, and the street address and initial principal office of the Corporation is 3737 SW 8th Street, Miami, Florida 33134.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transaction any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4984 N. Pine Island Road, Lauderhill, Florida 33351, and the name of the initial Registered Agent of the Corporation at that address is LINDA KNOERR, ESQUIRE, of DeCarlo & Knoerr, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three directors to hold office until the first annual meeting of shareholders or their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

Name:	Address:
Jon Finkin	3737 SW 8th Street Miami, FL 33134
Edward Benson	3737 SW 8th Street Miami, FL 33134
Alfred Ferrara	3737 SW 8th Street Miami, FL 33134

ARTICLE VI

INCORPORATOR

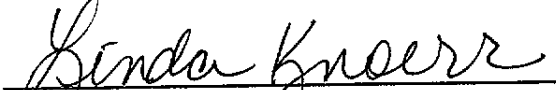
The name and address of the Incorporator of the Corporation is LINDA KNOERR, ESQUIRE, of DeCarlo & Knoerr, P.A., 4984 N. Pine Island Road, Lauderhill, Florida 33351.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of March, 2000.


LINDA KNOERR
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CG FITNESS, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: March 16th, 2000


LINDA KNOERR
Registered Agent