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RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.

1595 SE PORT ST. LUCIE BOULEVARD

PORT ST. LUCIE, FLORIDA 34952

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FILED
00 JUN 26 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 20, 2000

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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


RE: TMG Fitness Systems, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$78.75, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,



Tiffany N. Gonsalves

Enc.

**ARTICLES OF INCORPORATION
OF
TMG FITNESS SYSTEMS, INC.**

ARTICLE I - NAME

The name of this corporation is TMG Fitness Systems, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of this corporation is 1586 Ballantrae Court, Port St. Lucie, Florida 34952 and the name of the initial registered agent of this corporation is Rickey L. Farrell, Esquire, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

Michael Grosse
1586 Ballantrae Court
Port St. Lucie, Florida 34952

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ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Michael Grosse
1586 Ballantrae Court
Port St. Lucie, Florida 34952

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of June, 2000.



MICHAEL GROSSE
Incorporator

STATE OF FLORIDA COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Grosse, who has produced n/a as identification or who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of June, 2000.

(S E A L)


Notary Public State of Florida at Large
Printed Signature: TIFFANY N. GONSAIVES
My Commission No:
My Commission Expires:



Tiffany N. Gonsalves
MY COMMISSION # CC885674 EXPIRES
November 7, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

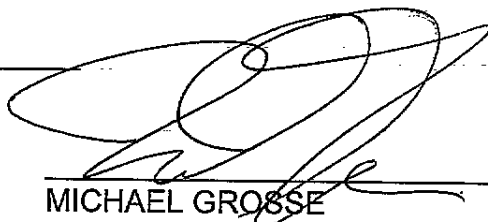
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **TMG Fitness Systems, Inc.**, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1586 Ballantrae Court, Port St. Lucie, Florida 34952 and has named Rickey L. Farrell, Esquire, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 as its agent to accept service of process within Florida.

Dated:

6/13/00


MICHAEL GROSSE
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 26 PM 12:57

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Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RICKEY L. FARRELL
Registered Agent