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PO0000069397

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

RE: WORLD GYM NORTH MIAMI BEACH, INC.

Dear Sir:

Enclosed herewith please find Articles of Incorporation pertaining to the WORLD GYM NORTH MIAMI BEACH, INC., together with our check in the amount of \$78.75 covering the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certification	\$ 8.75

TOTAL \$78.75

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-07/17/00--01113--011
*****78.75 *****78.75

Please certify and return a copy in the stamped self addressed envelope which has been provided for your convenience.

Very truly yours,

SHAPIRO & FISHMAN



BARRY S. FISHMAN

BSF/msw

Enc.

FILED
00 JUL 17 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

WORLD GYM NORTH MIAMI BEACH, INC.

The undersigned acting as Incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation is WORLD GYM NORTH MIAMI BEACH, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

Principal Place of Business and Mailing Address

1628 163rd Street
North Miami Beach, Florida 33162

ARTICLE IV

Purpose

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent, as natural persons might or could do, to-wit:

- (a) To operate a Gym, Fitness Center and Body Building Facility.
- (b) To carry on the business of a holding company, and to purchase and acquire any form of real estate, mercantile or commercial business, trade or enterprise permitted by laws of the State of Florida, and to own,

hold, operate, maintain, use, sell, or otherwise dispose of same. To enter into or engage in any such business, trade or enterprise.

- (c) To make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incidental to the performing or carrying out of powers hereinabove specifically delegated or implied.

ARTICLE V

Capital Stock

The Corporation is authorized to issue One Thousand (1000) shares, all of one class, at One Dollar (\$1.00) par value.

ARTICLE VI

Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time, by any Amendment of the By-Laws of the Corporation, in the manner provided by law.

The names and addresses of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY SCHETTINO	214 Lawrence Lane Glen Cove, New York, 11542
ROBERT MURPHY	17345 NE 12th Avenue North Miami Beach, Florida 33162

ARTICLE VII

Incorporators

The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY SCHETTINO	214 Lawrence Lane Glen Cove, New York, 11542
ROBERT MURPHY	17345 NE 12th Avenue North Miami Beach, Florida 33162

ARTICLE VIII

Officers

The name and Post Office addresses of the President, Vice. President, Secretary and Treasurer of the Corporation who shall hold office until their successors are elected or appointed, and have qualified they are:

ANTHONY SCHETTINO	President
ROBERT MURPHY	Vice-President
HELEN LEWIS	Secretary
ROSEMARY SCHETTINO	Treasurer

ARTICLE IX

Initial Registered Office and Agent

The registered agent and registered office, place of business or location for the service of process within the State Corporation are as follows:

ROBERT MURPHY
1628 163rd Street
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, we have hereunto set our hands and
seals, and acknowledged to be filed within the office of the
Secretary of State, the foregoing articles of Incorporation this
12 day of July, 2000.

Anthony Schettino
ANTHONY SCHETTINO

Robert Murphy
ROBERT MURPHY

STATE OF FLORIDA:

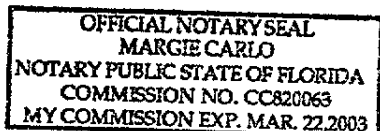
COUNTY OF DADE : SS.:

BEFORE ME, the undersigned authority, personally appeared
ROBERT MURPHY, to me known to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged to, and
before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 12 day of July, 2000.

Margie Carlo
Notary Public, State of Florida

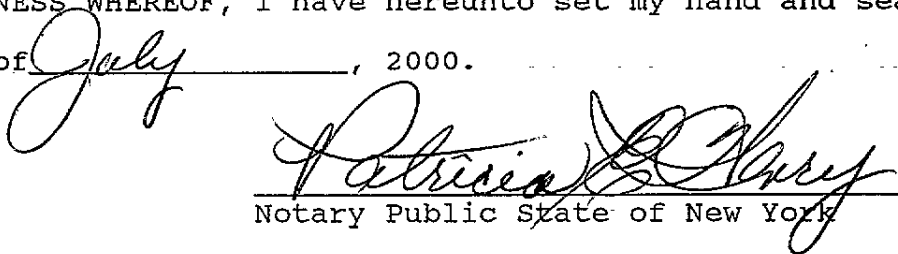
My Commission Expires:



STATE OF NEW YORK :
: SS.:
COUNTY OF NASSAU :

BEFORE ME, the undersigned authority, personally appeared
ANTHONY SCHETTINO, to me known to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged to me, and
before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 7 day of July, 2000.


Notary Public State of New York

My Commission Expires:

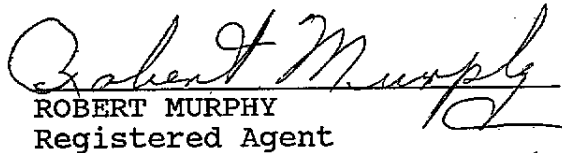
PATRICIA E. HENRY
NOTARY PUBLIC State of New York
No. 01HE 4515741
Qualified in Queens County
Commission Expires March 30, 2021

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, following
is submitted in compliance with said Act:

First - That WORLD GYM NORTH MIAMI BEACH, INC., desiring
to organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation at
North Miami Beach, County of Dade, State of Florida, has named
ROBERT MURPHY, 1628 163rd Street, North Miami Beach, Florida,
33162, as its Agent to accept service of process within this state.

Having been named to accept service of process for the
above-stated Corporation, at the place designed in this
Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act, relative to keeping open
this office.


ROBERT MURPHY
Registered Agent

FILED
00 JUL 17 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA