

Division of Corporations

11/13/00

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P00000110830

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : JAMES SCHWARTZ
Account Number : I19990000271
Phone : (727) 441-3334
Fax Number : (727) 441-9395

FLORIDA PROFIT CORPORATION OR P.A.

Pure NRG Fitness, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03 (5)
Estimated Charge	\$70.00

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James Schwartz

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 2000

JAMES SCHWARTZ

SUBJECT: PURE NRG FITNESS, INC.
REF: W00000027057

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE IV NOW STATES THAT JAMES SCHWARTZ IS THE REGISTERED AGENT BUT SHOWS JENNIFER SIGNING THE AGENT AND THE SIGNATURE MUST BE THE SAME.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000059495
Letter Number: 800A00058514

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit No: H00000059495 2

**ARTICLES OF INCORPORATION
OF
PURE NRG FITNESS, INC.**

FILED
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DIVISION OF CORPORATIONS
00 NOV 30 AM 11:12

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Pure NRG Fitness, Inc.

The principal place of business of this Corporation shall be 4535 Gunn Highway, Tampa, Florida 33624.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having \$1 par value per share.

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ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 203 N. Tampania Avenue, Tampa, Florida 33609 and the name of the initial registered agent of the Corporation is Jennifer L. Krause who accepts the designation by her signature below. I am familiar with and accept the responsibilities as Registered Agent.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

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

Jennifer L. Krause
203 N. Tampania Avenue
Tampa, FL 33609

Nov 30 00 02:43p

James Schwartz

727-584-2665

p.5

Nov 13 00 02:28p

James Schwartz

727-584-2665

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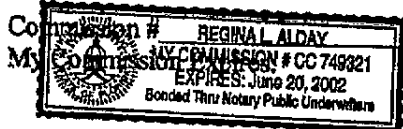
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IN WITNESS WHEREOF, the undersigned authorized agent, Jennifer L. Krause, has hereunto set his hand and seal on this 22 day of November, 2000.

Jennifer L. Krause
Jennifer L. Krause
Jennifer L. Krause

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22th day of November, 2000, by Jennifer L. Krause who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.



Reginal Alday
NOTARY PUBLIC

FLA. Drivers License
* K620-432-70-722-0
exp. 6-22-06

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