

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : KANOUSE & WALKER, P.A.
Account Number : 105503003644
Phone : (561) 451-8090
Fax Number : (561) 451-8089

FLORIDA PROFIT CORPORATION OR P.A.

Health Clubs of America Franchise Corporation

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|-----------------------|---------|
| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
HEALTH CLUBS OF AMERICA FRANCHISE CORPORATION**

Article I - Name

The name of the corporation is Health Clubs of America Franchise Corporation.

Article II - Duration

This corporation has perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Address

The principal place of business or mailing address of the corporation is:

2400 E. Commercial Blvd., Suite 808
Fort Lauderdale, FL 33308

Article V - Capital Stock

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office and name of the initial registered agent of this corporation are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

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Article VII - Initial Board of Directors

This corporation shall have 1 director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of the corporation are:

Roger Wittenberns
2400 Commercial Blvd., Suite 808
Fort Lauderdale, FL 33308

Article VIII - Incorporator

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

Article IX - Powers

This corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

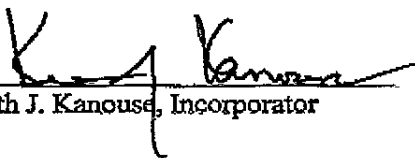
Article XII - Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII - Effective Date

The effective date of the incorporation of this corporation is February 27, 2001.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on February 27, 2001.



Keith J. Kanouse, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the corporation is Health Clubs of America Franchise Corporation.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

SIGNATURE


Keith J. Kanouse

TITLE: Incorporator

DATE: February 27, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.

SIGNATURE


Keith J. Kanouse

DATE February 27, 2001

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