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August 22, 2001

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

Dear Sir or Madam:

I am enclosing herewith the Articles of Incorporation and Designation of Registered Agent pertaining to Olympic Gym, Inc. Also enclosed you will find my check in the amount of \$78.75 representing the filing fee, fee for filing of designation, and a certified copy of same. Please feel free to contact me with any questions.

Sincerely,

Susie Malach

Susie Malach
Legal Assistant

Enc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
OLYMPIC GYM, INC.**

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

The name of the corporation is:

OLYMPIC GYM, INC.

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

III. NATURE OF BUSINESS

The general nature of the business to be conducted by this corporation is limited to:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA, INCLUDING BUT NOT LIMITED TO FITNESS TRAINING, WEIGHTLIFTING, AEROBIC EXERCISE, AND RELATED BUSINESS.

IV. INITIAL REGISTERED AGENT and ADDRESS

The initial registered agent of the corporation is:

ARTHUR L. SMITH
243 KEY DEER BOULEVARD
BIG PINE SHOPPING PLAZA
BIG PINE KEY, FL 33043

V. PRINCIPAL ADDRESS OF CORPORATION

THE PRINCIPAL ADDRESS OF THE CORPORATION IS:

OLYMPIC GYM, INC.
243 Key Deer Boulevard
Big Pine Shopping Plaza
Big Pine Key, Florida 33042

VI. DIRECTORS

This corporation, shall be exercised by a board of 1 director. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director(s) and officers are as follows:

ArthurL. Smith - President/Director
243 Key Deer Boulevard
Big Pine Shopping Plaza
Big Pine Key, FL 33043

VIII. INCORPORATOR

The incorporator is: ARTHUR L. SMITH

IX. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

X. CAPITAL STOCK

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share


ARTHUR L. SMITH


STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ARTHUR L. SMITH, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at 31211 Avenue A, Big Pine Key, said County and State, this 22nd day of August, 2001. He is ✓ personally known or has produced _____ as identification.



(Seal)



Notary Public, State of Florida

My Commission Expires:

7/18/05

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

In pursuant of Chapter 48.089, Florida Statutes, the following is submitted in compliance with said act:

OLYMPIC GYM, INC. desiring to organize under the laws of the State of Florida, with its principal corporate office at:

243 Key Deer Boulevard
Big Pine Shopping Plaza
Big Pine Key, FL 33043

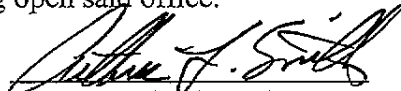
Does hereby name, appoint, and Designate

ARTHUR L. SMITH
243 Key Deer Boulevard
Big Pine Shopping Plaza
Big Pine Key, FL 33043

To act as registered agent pursuant to the requirements of Chapter 48.089, Florida Statutes.

ACKNOWLEDGMENT:

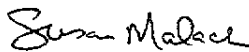
Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.


ARTHUR L. SMITH

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ARTHUR L. SMITH, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida, this 21st day of August, 2001. He is ✓ personally known or has produced the following form of picture identification: _____





Notary Public, State of Florida

My Commission Expires:

7/18/05

FILED
01 AUG 27 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA