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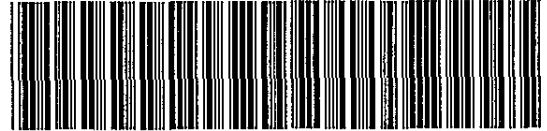
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DIVISION OF REGISTRATION

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TALLAHASSEE FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PERFORM FITNESS GROUP, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PERFORM FITNESS GROUP, INC.**

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TALLAHASSEE FLORIDA

We, the undersigned incorporators of these Articles of Incorporation, natural persons, competent to contract, and desiring to form a corporation under the Florida Business Corporation Act, hereby certify, and adopt the following Articles of Incorporation as follows:

ARTICLE I

The name of this corporation shall be:
PERFORM FITNESS GROUP, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on:

DATE OF INCORPORATION

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares of common stock, which the corporation is authorized to have outstanding at any one time will be 500 (Five Hundred) shares of Common Stock with a par value of \$1.00 per share.

ARTICLE V

The principal place of business and mailing address of this corporation shall be: 401 N. Armistead St. #T8

Alexandria, VA 22312

or at such other place as may be later designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name and address of the Registered Agent and office is:

George S. Savage, Esq.
550 Brickell Ave, Penthouse
Miami, Fl. 33131

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE

PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: _____

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall have or consist of no less than one and no more than five as shall be designated from time to time in the By-laws of the Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation for the first year of corporate existence or until their successors are elected and duly qualified are:

NAME

Steven Scott Wohl, Secretary
Kenneth B. Stewart, President

ADDRESS

401 N. Armistead St. #T8, Alexandria, VA 22312
401 N. Armistead St. #T8, Alexandria, VA 22312

ARTICLE IX

The names and addresses of the incorporators of this corporation are:

NAME

Steven Scott Wohl
Kenneth B. Stewart

ADDRESS

401 N. Armistead St. #T8, Alexandria, VA 22312
401 N. Armistead St. #T8, Alexandria, VA 22312

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be designated by it's President or the Board of Directors from time to time by and under the authorization of its By-Laws. A failure to elect a President, Vice-President, Secretary or Treasurer, shall not effect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have powers and duties as may

be prescribed by the By-Laws or determined by the Board of Directors. Any two or more officers may hold the same office.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses, (including attorney fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he is or shall be made a part of by reason of his being, or having been an officer or director of the corporation at the time he or she is made subject to such suit or proceeding, or at the time such cost or expense is incurred by him or is imposed on him. However, an exception is made to the above, in relation to matters as to which he shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of his duties imposed upon him as a director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XIV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

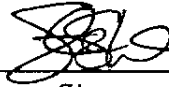
To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;


To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to affect its purposes;

IN WITNESS HEREOF, the undersigned has made, subscribed and
acknowledged these Articles of Incorporation this 1
day of NOVEMBER, 2002.



Steven Scott Wohl



Kenneth B. Stewart

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