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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

LAW OFFICES OF
GRACE ANNE GLAVIN, P.A.
ATTORNEY AND COUNSELOR AT LAW

1340 TUSKAWILLA ROAD
WINTER SPRINGS, FLORIDA 32708

Telephone (407) 699-1110
Telecopier (407) 699-1165

November 21, 2002

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: FITNESS ON WHEELS, INC.

Dear Sir or Madam:

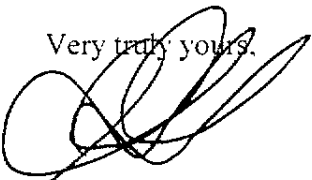
Enclosed please find the original Articles of Incorporation plus one copy for **FITNESS ON WHEELS, INC.**, together with our firm's check in the amount of \$78.75 to cover the cost of the filing fee, registered agent designation, and one certified copy.

Kindly file the original Articles of Incorporation and return a file-stamped copy to our office in the stamped, self-addressed envelope provided.

If you have any questions concerning this matter, please do not hesitate to contact our office.

Thank you for your cooperation.

Very truly yours,



Grace Anne Glavin

GAG/krb
Enclosures
cc: Dru D. Boulware and Deborah A. Boulware

ARTICLES OF INCORPORATION

FOR

FITNESS ON WHEELS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator for this business corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Business Corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be FITNESS ON WHEELS, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall begin its corporation existence as of the 20th day of November, 2002, and shall exist perpetually.

ARTICLE III

GENERAL PURPOSE

The general purpose for which this corporation is organized shall be Exercise and Fitness Instruction and related services and sale of products and other consulting services and all things in connection therewith that are related under the laws of the State of Florida. The business of the corporation shall be limited to the foregoing activities.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE, REGISTERED AGENT, AND PRINCIPAL OFFICE

The street address of the initial Registered Office of the corporation in the State of Florida will be 1340 Tuskawilla Road, Suite 106, Winter Springs, Florida 32708, and the name of the initial Registered Agent at such address is GRACE ANNE GLAVIN, ESQUIRE.

The street address of the Principal Office of the corporation is 950 N. Central Avenue, Oviedo, Florida 32765.

ARTICLE VI
DIRECTORS AND INCORPORATORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased or diminished from time to time with Bylaws adopted by the shareholders but shall never be less than one (1).

The name and address of the incorporator of this corporation and initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation, or until his successor is elected or appointed and is qualified, is:

NAME	ADDRESS
Dru D. Boulware	507 Lake Charm Court Oviedo, Florida 32765
Deborah L. Boulware	507 Lake Charm Court Oviedo, Florida 32765

ARTICLE VII
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon shareholder(s) if subject to this reservation.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any incorporator, officer, director, or any former incorporator, officer, or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Springs, Florida, on the 20th day of November, 2002.

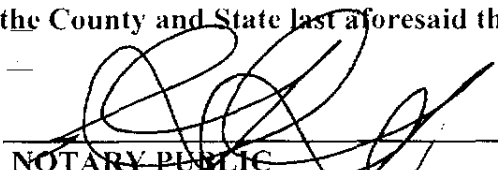

DRU D. BOULWARE


DEBORAH L. BOULWARE

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Dru D. Boulware, who has produced a Florida Driver's License No. B460-164-57-453-8 as identification and Deborah L. Boulware, who has produced a Florida Driver's License No. B460-161-60-711-0 as identification and who has executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the foregoing instrument for the uses and purposes set forth therein.

20th WITNESS my hand and official seal in the County and State last aforesaid this day of November, 2002.


NOTARY PUBLIC



Grace Anne Glavin
MY COMMISSION # CC848178 EXPIRES
June 21, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

[Notary stamp or seal]

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091, Florida Statutes, the following is submitted in compliance with said Act; that FITNESS ON WHEELS, INC., desiring to organize under the Laws of the State of Florida, with its principal place of business at Longwood, Florida, has named GRACE ANNE GLAVIN, located at 1340 Tuskawilla Road, Suite 106, Winter Springs, Florida, as its Agent to accept service of process within Florida.

Acknowledgment

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 20th day of November, 2002.



GRACE ANNE GLAVIN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA