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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOUGLAS J. BURNS, P.A.

Attorney at Law

Certified Public Accountant

Water's Edge Office Center
2963 Gulf-to-Bay Blvd. - Suite #120
Clearwater, FL 34619
Ph. (727) 725-2553
Fax (727) 725-9584



May 13, 2003

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

RE: CITY GYM ATHLETIC CLUB, INC.

Dear Sir or Madam;

Enclosed please find the original and one copy of the Articles of Incorporation for CITY GYM ATHLETIC CLUB, INC., along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,

A handwritten signature in dark ink, appearing to read "Douglas J. Burns".

Douglas J. Burns

DJB:isb

enclosures

ARTICLES OF INCORPORATION
OF
CITY GYM ATHLETIC CLUB, INC.

FILED

03 MAY 19 AM 10:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber, she being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be CITY GYM ATHLETIC CLUB, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

11650 79th Avenue North
Seminole, Florida 33772

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

Raquel T. Guzman
11650 79th Avenue North
Seminole, Florida 33772

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

Raquel T. Guzman
11650 79th Avenue North
Seminole, Florida 33772

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: CITY GYM ATHLETIC CLUB, INC. names and designates RAQUEL T. GUZMAN the Registered

Agent, and also establishes 11650 79th Avenue North, Seminole, Florida 33772 as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of CITY GYM ATHLETIC CLUB, INC. places his hand and seal this 12th day of May, 2003, at SouthTrust Bank, Florida.

In the presence of:

N. J. Hilland
WITNESS

Bruce McCarly
WITNESS

Raquel T. Guzman
RAQUEL T. GUZMAN

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared RAQUEL T. GUZMAN, personally known to me or who produced FL DRIVERS LICENSE as identification and who [did] (did not) take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that she executed same for the purposes set forth and that all information is true and correct to her best knowledge and belief.


WITNESS my hand and seal on this 12th day of May, 2003, at SouthTrust Bank, Florida.



Emily A. Bracco
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: Emily A. Bracco
My Commission expires: Nov 8, 2004

ACCEPTANCE BY REGISTERED AGENT

I, **RAQUEL T. GUZMAN**, of 11650 79th Avenue North, Seminole, Florida 33772, do hereby accept appointment as Registered Agent of **CITY GYM ATHLETIC CLUB, INC.**, together with the duties and responsibilities attaching to such appointment.

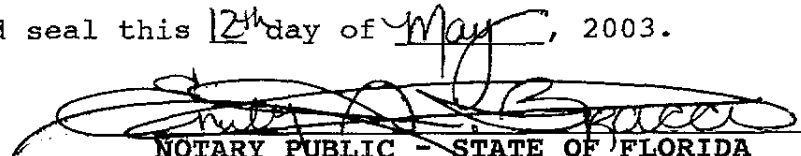

RAQUEL T. GUZMAN

STATE OF FLORIDA)
) **ss**
COUNTY OF PINELLAS)

BEFORE ME personally appeared **RAQUEL T. GUZMAN**, to me well known or who produced FL DRIVERS license as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 12th day of May, 2003.




NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: Emily A. Bracco
My Commission expires: Nov. 8, 2004

corp\citygym.art

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SECRETARY OF STATE
TALLAHASSEE FLORIDA