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

- 1. FITNESS FRANCHISING USA, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

FITNESS FRANCHISING USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, subscribers to these Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is: FITNESS FRANCHISING USA, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The minimum number of shares of stock that this Corporation is authorized to have outstanding at one time is Sixty (60) shares of common stock, without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation in the State of Florida is:

8560 S.W. 83 COURT
MIAMI, FL. 33143

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have THREE director(s), initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

ALVIN VALDEZ
8560 S.W. 83 COURT
MIAMI, FL. 33143

PRESIDENT

IAN RONDON
8560 S.W. 83 COURT
MIAMI, FL. 33143

SECRETARY

JOSEPH DUNAND
8560 S.W. 83 COURT
MIAMI, FL. 33143

TREASURER

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof are:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>
ALVIN VALDEZ 8560 S.W. 83 COURT MIAMI, FL. 33143	30
IAN RONDON 8560 S.W. 83 COURT MIAMI, FL. 33143	15
JOSEPH DUNAND 8560 S.W. 83 COURT MIAMI, FL. 33143	15

The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE X

The registered agent of this Corporation shall be:

JOSEPH DUNAND

ARTICLE XI. SPECIAL PROVISIONS

1. In furtherance, and not in limitations of the powers conferred by statute, the Board of Directors is expressly authorized to (a) fix the amount to be reserved as working capital over and above its capital stock paid in; (b) from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the Corporation other than the stock book, or any of them, shall be open to inspection

of the stockholders, and no stockholder shall have any right of inspection of any account, book or document of this Corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors; and (c) pursuant to the affirmative vote of stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, given at a stockholder's meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this Corporation, including its Corporate franchises, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the Corporation.

2. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or a director or officer, or directors or officers of such other corporation, and any director or directors, individually or jointly may be party or parties to or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors

of the Corporation is a party or are parties to or interested in such contract, act or transaction, in or any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association in which he may be in anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation.

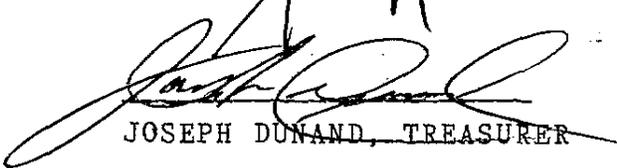
3. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all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

WITNESS our hands this THIRTIETH day of AUGUST

TWO THOUSAND FIVE.


ALVIN VALDEZ, PRESIDENT


IAN RONDON, SECRETARY


JOSEPH DUNAND, TREASURER

STATE OF FLORIDA)
) S.S.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
ALVIN VALDEZ, IAN RONDON & JOSEPH DUNAND-----
to me well known to be the person(s) described in the foregoing
Articles of Incorporation and THEY acknowledged before me that
THEY executed the foregoing instrument freely and voluntarily for
the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this THIRTIETH day of
AUGUST, TWO THOUSAND FIVE.

NOTARY PUBLIC

MY COMMISSION EXPIRES _____

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That FITNESS FRANCHISING USA, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of
incorporation at city of MIAMI County
of MIAMI-DADE State of FLORIDA
has named JOSEPH DUNAND
located at 8560 S.W. 83 COURT
(street address and number of building,
post office box address not acceptable)
City of MIAMI County of MIAMI-DADE
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
REGISTERED AGENT

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DEPARTMENT OF STATE