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FREDERIC D. KAUFMAN, P.A.
9201A West Sample Road, Suite 196
Coral Springs, FL 33065
(305) 752-6095
FAX NO. 752-9662

February 13, 1995

Division of Corporations
c/o Secretary of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

900001407238
-02/15/95--011.75--002
*****70.00 *****70.00

In re: Filing of Articles of Incorporation for
Fitness With Heart, Inc.

Gentlemen and ladies:

To incorporate a new corporation to be known as FITNESS
WITH HEART, INC., we have enclosed the following:

1. My office check for \$70.00 payable to the Florida
Secretary of State.
2. Original and copy of Articles of Incorporation for
Fitness With Heart, Inc.
3. Certificate designating registered agent.

We will appreciate you filing the Articles of
Incorporation for this new corporation. Thank you. Please return
the filing acknowledgement to me at the above address. I have
enclosed an extra copy of the articles to be returned to me with a
receipt acknowledgement stamped thereon. I have not requested a
certified copy of the articles because at the present time we have
no need for same. Thank you for your help and cooperation.

Very truly yours,

Frederic D. Kaufman
Frederic D. Kaufman

FDK/slf
Enclosures

cc: Mr. David Snyder

ARTICLES OF INCORPORATION

FITNESS WITH HEART, INC.

The undersigned for the purpose of organizing a Florida Profit Corporation adopt the following Articles of Incorporation.

1. The name of the Corporation is Fitness With Heart, Inc. and its principal place of business is 1771 North Powerline Road, Suite One, Pompano Beach, FL 33069.

2. The duration of the Corporation is perpetual.

3. The general purposes for which the Corporation is organized are to transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

4. The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

5. The street address of the initial registered office of the Corporation is: 1771 North Powerline Road, Suite One, Pompano Beach, FL 33069 and the name of its initial registered agent at such address is: David Snyder.

6. The number of directors constituting the initial board of directors of the Corporation is two. The names and addresses of the directors of the Corporation are David Snyder of 4119 NE 21 Terrace, Lighthouse Point, FL 33064 and Rachel Kaufman of 3205 NW 88 Way, Coral Springs, FL 33065.

7. The name and address of the incorporator is David Snyder of 4119 NE 21 Terrace, Lighthouse Point, FL 33064.

Executed by the undersigned at Coral Springs, Broward County, Florida on the 12th day of February, 1995.

David Snyder

David Snyder, Incorporator

SWORN TO AND SUBSCRIBED before me this 12th day of February, 1995.

Frederic D. Kaufman

NOTARY PUBLIC

My commission expires:



FREDERIC D. KAUFMAN
MY COMMISSION # CC373140 EXPIRES
JUNE 4, 1998
BONDED THRU TROY FARM INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.001, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT FITNESS WITH HEART, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF POMPANO BEACH, STATE
OF FLORIDA, HAS NAMED DAVID SNYDER LOCATED AT 1771 NORTH POWERLINE
ROAD, SUITE ONE, POMPANO BEACH, FL 33069; CITY OF POMPANO BEACH,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


SIGNATURE


DAVID SNYDER
PRESIDENT AND DIRECTOR

DATE: FEBRUARY 12, 1995

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.

SIGNATURE


DAVID SNYDER
RESIDENT AGENT

DATE: FEBRUARY 12, 1995