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PHONE: (954)525-7500

FAX #: (954)761-8475

NAME: THE LORDS GYM, INC.

AUDIT NUMBER.....H97000012599

DOC TYPE.....BASIC AMENDMENT

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Amended & Restated

Aug. 1. 1997 2:42PM TRIPP, SCOTT, CONKLIN

No. 3866 P. 2/3

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE LORDS GYM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as President of The Lords Gym, Inc., a Florida corporation ("Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (the "Original Articles") for the Corporation filed with the Florida Secretary of State on March 6, 1995 under Charter No. P95000018307.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the corporation is:

Lord's Gym, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of Five Dollar (\$5.00) par value common stock.

Prepared by: William J. Gross, Esq.
Bar No: 0898678
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 28th Floor
Fort Lauderdale, FL 33301
(954) 523-7500

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**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

12082 NW 29th Street
Coral Springs, FL 33065

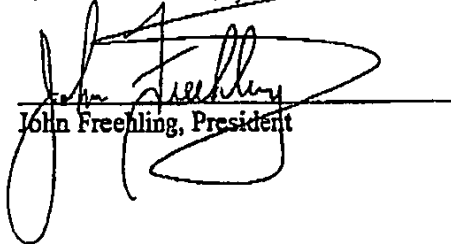
**ARTICLE V
AMENDMENT**

These Amended and Restated Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

These Amended and Restated Articles of Incorporation were approved by a unanimous consent action of the Board of Directors and shareholders dated July 14, 1997.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 31st day of July, 1997.

THE LORDS GYM, INC.


John Freehling, President

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