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LAW OFFICES OF
JONES, GRIECO AND RUSSO, P. A.

MARTIN J. JONES
DANIEL J. GRIECO
COLLEEN M. RUSSO

*BOARD CERTIFIED CIVIL TRIAL LAWYER

145 FIFTH AVENUE, NORTHEAST
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TELEPHONE (813) 871-8882
FAX (813) 871-7843

10130 GOLF BOULEVARD
INDIAN SHORES, FLORIDA 33438
TELEPHONE (813) 593-4320
FAX (813) 593-1377

REPLY TO: INDIAN SHORES

August 2, 1995

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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++++122.50 ++++122.50

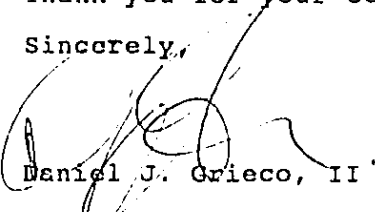
Re: Articles of Incorporation for
Chapman Fitness Institute, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation and return a certified copy to my Indian Shores office in the enclosed self-addressed stamped envelope. I have enclosed a check in the amount of \$122.50 to cover your filing fee as well as the fee for the certified copy.

Thank you for your cooperation.

Sincerely,


Daniel J. Grieco, II

DJG:sh
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -9 PH 1:58

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -9 PM 1:58

**ARTICLES OF INCORPORATION
OF
THE CHAPMAN FITNESS INSTITUTE, INC.**

The undersigned, hereby establish ourselves as sole subscriber of the above corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I.

The name of this Corporation is THE CHAPMAN FITNESS INSTITUTE, INC. (Hereinafter referred to as the "Corporation").

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted, promoted, or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do.

a. Generally, to work in all phases of the exercise and health industry including but not limited to instruction, physical therapy as well as wholesale and retail sales of equipment and food products incidental to the health and exercise industry.

b. To tender notes and mortgages secured by assets obtained by the Corporation and to deal with the sale and purchase of properties, both real and personal, or any interest therein.

c. To operate, control, manufacture, purchase, acquire, dispose of, invest, trade, deal in or with goods, wares,

merchandise, and any other personal property of every class or description whatsoever.

d. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the businesses described herein.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote, and to aid in any way in the formation of any corporation, domestic or foreign.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or upon a specified event or events, secured or unsecured.

g. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

h. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries without restriction as to place or amount.

i. The foregoing paragraphs shall be construed as enumerating both objects and powers of this Corporation; and it is

hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III.

The amount of the total authorized capital stock of this Corporation shall be Five Hundred (500) shares of stock with a par value of \$1.00, to be distributed in accordance with Article X herein.

The whole or any part of the Corporation shall be payable in lawful money of the United States of America, property, labor, or services at a just evaluation to be fixed by the directors. Property or labor may also be purchased with capital stock at such evaluation as shall be fixed by the Directors.

ARTICLE IV.

The amount of capital stock with which the Corporation shall begin business shall be Five Hundred (500) shares, par value of \$1.00.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principle place of business of said Corporation is to be located at 2519 McMullen Booth, Clearwater, FL 34621, with the privilege, however, of having branch offices or places of business at any place or places within or without the State of Florida or in foreign countries.

ARTICLE VII.

The affairs of the Corporation shall be conducted by a Board of not less than two Directors.

ARTICLE VIII.

The name of the First Board of Directors of the Corporation who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor is elected and qualified is as follows:

Peter Chapman	President
Andrew Siegel	Secretary/Treasurer

ARTICLE IX.

The name and post office address of each subscriber to these Articles of Incorporation is as follows:

Peter Chapman	7429 Second Avenue North St. Petersburg, FL 33710
Andrew Siegel	10615 Bardes Court Largo, FL 34647

ARTICLE X.

The original issuance of stock is as follows:

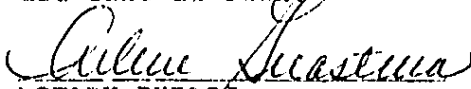

50 shares	Peter Chapman
200 shares	Andrew Siegel
250 shares	Capital Stock

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Indian Shores, State of Florida, for the uses and purposes aforementioned this 29th day of May, 1995.


PETER CHAPMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

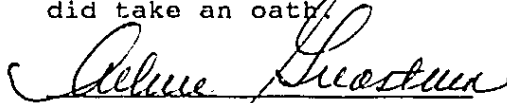

The foregoing instrument was acknowledged before me this 29 day of May, 1995, by PETER CHAPMAN, who is personally known to me or who has produced _____ as identification and who did take an oath.


NOTARY PUBLIC
ARLENE GUASTELLA
 ARLENE GUASTELLA
COMMISSION # CC 400175
EXPIRES AUG 14, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.


ANDREW SIEGEL

STATE OF FLORIDA
COUNTY OF PINELLAS

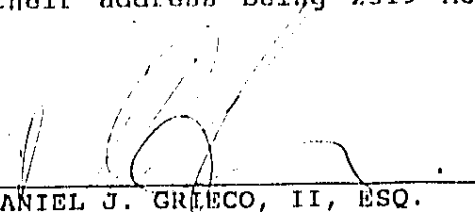
The foregoing instrument was acknowledged before me this 29 day of May, 1995, by ANDREW SIEGEL, who is personally known to me or who has produced _____ as identification and who did take an oath.


NOTARY PUBLIC
ARLENE GUASTELLA
 ARLENE GUASTELLA
COMMISSION # CC 400175
EXPIRES AUG 14, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF RESIDENT AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

This shall serve as notice that the undersigned **95 AUG 49 PM 1:59**
GRIECO, II, ESQ., whose registered address is 19139 Gulf Boulevard,
Indian Shores, Florida 34635 shall accept service of process for
the above named Corporation, their address being 2519 McMullon
Booth, Clearwater, FL 34621.


DANIEL J. GRIECO, II, ESQ.