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LETTER OF TRANSMITTAL

95 AUG 28 11:17

DATE: JULY 1, 1995

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

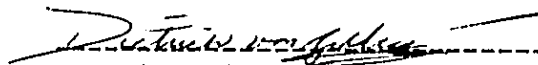
RE: PREMIER PERSONAL FITNESS, INC.

GENTLEMEN :

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF
THE ARTICLES OF INCORPORATION TOGETHER WITH A CHECK
IN THE AMOUNT OF 122.50.

THIS REPRESENTS THE COST OF FILING FEES. FIND INCLOSED
CERTIFIED COPY OF ARTICELES OF INCORORATION AND FEES
FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED
CORPORATION.

VERY TRULY YOURS,
DIETRICH VON ZITZWITZ


(individual's name)

MAILING ADDRESS OF
CORPORATION

4634 S.E. 20TH PL

CAPE CORAL, FL 33904

PHONE NUMBER

(941) 542-6877)

300001571928
-08/29/95--01046--015
****122.50 ****122.50

AUG 30 1995

ARTICLES OF INCORPORATIONS

95 APR 20 1997

OF

PREMIER PERSONAL FITNESS, INC.

NAME OF CORPORATION

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION. NATURAL PERSON (S) COMPETENT TO CONTRACT. HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I- CORPORATE NAME
THE NAME OF THE CORPORATION IS :

PREMIER PERSONAL FITNESS, INC.

ARTICLE II - DURATION
THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE
THE CORPORATION IS ORGANISED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK
THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES (100) OF COMMON STOCK 100 dollars (100) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGN "COMMON SHARES)."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
DIETRICH VON ZITTWITZ
THE PRINCIPAL OFFICE. IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS PREMIER PERSONAL FITNESS, INC.
: DIETRICH VON ZITTWITZ
ADDRESS: 4634 S.E. 20TH PL
CAPE CORAL, FL. 33904

THIS CORPORATION SHALL HAVE TWO 2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME DIETRICH VON ZITTWITZ
ADDRESS 4634 S.E. 20TH PL
CAPE CORAL, FL. 33904

NAME
ADDRESS

ARTICLE VII - INCORPORATIONS:

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THE
ARTICLES OF THE INCORPORATION THIS - FIRST DAY
OF JULY, 1995.

PRES

(SEAL)

[Signature]

DIETRICH VON ZITZWITZ

4634 S.E. 20TH PL

CAPE CORAL, FL 33904

V/P

S/T-----

JULY 1, 1995

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH
ABOVE. PERSONALLY APPEARED:

DIETRICH VON ZITZWITZ

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND WHO
ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES
OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND
SEAL. IN THE STATE AND COUNTY AFORESAID, THIS 1ST ,
DAY OF JULY, 1995

[Signature: Peggy J. Williams]
PEGGY J. WILLIAMS NOTARY



PEGGY J WILLIAMS
My Commission CC471220
Expires Jul. 18, 1999
Bonded by ANB
800-852-5878

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

PREMIER PERSONAL FITNESS, INC.

Name of corporation

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND
607.0501.

THE FOLLOWING IS SUBMITTED :
PREMIER PERSONAL FITNESS, INC.

THE ABOVE CORPORATION DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA. WITH ITS REGISTERED
OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION
4634 S.E. 20TH PL.

CAPE CORAL, FL 33904

DIETRICH VON ZITTWITZ

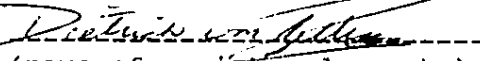
HAS NAMED -----
LOCATED AT THE AFORESAID ADDRESS, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

DIETRICH VON ZITTWITZ

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR TH ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH
OBLIGATIONS OF THAT POSITION. I HEREBY ACCEPT TO ACT IN
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE
PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

DIETRICH VON ZITTWITZ



(name of registered agent)