

P96000012247

TRANSMITTAL LETTER

January 31, 1996

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: MM Personal Training, Inc.
Articles of Incorporation

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation, a check in the amount of \$122.50.

Sincerely,



Michael P. Morris

Enc.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MM PERSONAL TRAINING, INC.

EFFECTIVE DATE
1-31-1996

Article I - Name

The name of this corporation is MM PERSONAL TRAINING, INC. and the initial office of the corporation shall be located at 9011 Highway 98 West, Destin, Florida, 32541.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgement of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5000 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this

corporation is 9011 Highway 98 West, Destin, Florida 32541 and the name of the initial registered agent of this corporation at that address is Michael P. Morris.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Michael P. Morris	9011 Highway 98 West Destin, Florida 32541
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Article VII - Incorporator

The name and address of the person signing these Articles is as follows:

Michael P. Morris	9011 Highway 98 West Destin, Florida 32541
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Article VIII - Preemptive Rights

Every shareholder, upon the sale for cash or any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be

vested in the Board of Directors and the shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

Article XII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article IV. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIII - Tax Article

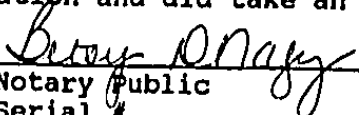
It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 31st day of January, 1996.


Michael P. Morris

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Michael P. Morris, who has provided me with proof of identification and did take an oath.


Notary Public
Serial #
My Commission Expires:



BETSY DNAGY
My Commission CC208778
Expires Jul. 19, 1997
Bonded by HAI
800-422-1555

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

MM PERSONAL TRAINING, INC.

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

First - That MM PERSONAL TRAINING, 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 Destin,
County of Walton, State of Florida, has named Michael P. Morris,
located at 9011 Highway 98 West, City of Destin, County of Walton,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT:

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
provisions of said Act relative to keeping open said office.



Michael P. Morris
(Registered Agent)

TALLAHASSEE, FLORIDA

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