

P96000029125

TRANSMITTAL LETTER

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

SUBJECT: SALEMI'S PERSONAL TRAINING, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 122.50.

SALEMI'S PERSONAL TRAINING, INC.
14010 Clubhouse Circle, #1004
Tampa, Florida 33624
813 968-2740

FROM:

James Salemi

Name (printed or typed)

14010 Clubhouse Circle, #1004

Address

Tampa, Florida 33624

City, State, & Zip

(813) 968-2740

Telephone Number

Note: Please provide the original and one copy of the Articles.

SALEMI'S PERSONAL TRAINING, INC.
14010 Clubhouse Circle, #1004
Tampa, Florida 33624
813 968-2740

GB 4/13/96

ARTICLES OF INCORPORATION
OF
SALEMI'S PERSONAL TRAINING, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

Name of the corporation is SALEMI'S PERSONAL TRAINING, INC.

ARTICLE II
Duration

The period of duration of the corporation is perpetual.

ARTICLE III
Purpose

The purpose or purposes for which the corporation is organized are to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV
Shares

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

SERIES: The corporation is not authorized to issue shares in series.

ARTICLE V

Initial Registered Office and Agent

The initial street address in Florida of the initial registered office of the Corporation is 14010 Clubhouse Circle, #1004, Tampa, Florida 33624 and the name of the initial registered agent is James Salemi and the principal office shall be the same as the registered office address.

ARTICLE VI

Board of Directors

The Board of Directors shall always consist of at least one person. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are as follows:

James Salemi 14010 Clubhouse Circle, #1004 Tampa, Fl 33624

ARTICLE VII

Initial Incorporator

The name and street address of the incorporator of this corporation shall be James Salemi, of 14010 Clubhouse Circle, #1004, Tampa, Florida 33624.

ARTICLE VIII

Shareholder Action

Three-fourth (3/4ths) of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE IX

Power To Adopt, Amend, Alter, Change or Repeal Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved by a stockholders meeting, with not less than a three-fourths (3/4ths) vote of the common stock.

ARTICLE X

Preemptive Rights to Purchase Shares

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholder(s), such as the share of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder of all common stock currently authorized.

ARTICLE XI

Voting of Share Cumulatively

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of officers to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of officers that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Tampa Florida on the 22nd day of March 1996.

James M. Salemi
James Salemi
Incorporator

STATE OF FLORIDA

COUNTY OF Hillsborough

Before me, the undersigned authority, personally appeared James Salemi who is to me well known or who has produced as identification and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my offices seal at Tampa, Florida in said county and state this 22nd day of March 1996.

Lawrence Maas
Notary Public
STATE OF FLORIDA

My commission expires:



LAWRENCE MAAS
My Commission CC262957
Expires Mar 04, 1997
Bonded By HAI
800-422-1555

5617010 10 12

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS

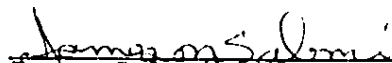
In compliance with sections 607.0501 or 617.0501, Florida Statutes, the following is submitted:

SALEMI'S PERSONAL TRAINING, INC., a corporation organized under the laws of the State of Florida, has named James Salemi of 14010 Clubhouse Circle, #1004, Tampa, Florida 33624 as its agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named 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 it's duties, and is familiar with and accepts the duties and obligations of Chapter 48.091, Florida Statutes.

Dated this 22ND day of MARCH, 1996.


James Salemi
Registered Agent

OFFICERS:	TITLE	SPECIFIC ADDRESS
James Salemi	Pres/Sec/Tres	14010 Clubhouse Cir. #1004 Tampa, Florida 33624