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Michael W McCoy
3061 SW 47th St.
Fort Lauderdale, FL

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-19-96
TD

Articles of Incorporation

of

Real McCoy Fitness Inc

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Real McCoy Fitness Inc

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

3061 SW 47 St
Fort Lauderdale FL 33312

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on JAN 20, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

3061 SW 47 St
Fort Lauderdale, FL 33312

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michael W. McCoy
3061 SW 47 St
Fort Lauderdale FL 33312

ARTICLE VIII. AMENDMENT


These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the

Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of June 1, 1996.


Print Name: Michael W. McCoy
Incorporator

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and
607.0501 of the Florida Statutes:

Having been appointed registered agent of Real McCoy fitness
in its Articles of Incorporation, at the place designated in such
Articles of Incorporation, the undersigned hereby agrees to act
in this capacity and affirms that it is familiar with, and
accepts, the obligations of such position.

Michael W McCoy
Print Name: Michael W McCoy

Dated: June 1, 1996

Organizational Action by Sole Incorporator of

Real McCoy Fitness

The sole incorporator of Real McCoy Fitness, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), consents to, adopts and orders the following corporate action:

1. **Waiver of Notice.** The undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. **Initial Directors.** The initial directors of this Corporation and their street addresses shall be as follows:

Michael McCoy is appointed Chairman of the Board of Directors.

The term of office of each such director shall expire at the first meeting of shareholders of the Corporation at which directors are elected and thereafter until his respective successor is duly elected and qualified or upon his earlier death, resignation or removal in accordance with Florida law.

3. **Issuance of Shares.** The following subscriptions to purchase shares of the Corporation's Common Stock have been presented to the Corporation:

<u>Subscriber</u>	<u>No. of Shares</u>	<u>Consideration</u>
<u>Michael McCoy</u>	<u>1</u>	

The consideration offered for the stock is reasonably worth the number of shares for which it is offered. Therefore, it is in the best interest of the Corporation to accept the subscriptions, and the Corporation hereby accepts such subscriptions. The Corporation

acknowledges receipt in full of the consideration for such shares. The officers of the Corporation, as named below, are authorized and directed to issue certificates to each subscriber representing the number of shares purchased. The date of such certificates shall be the effective date of this Organizational Action by Sole Incorporator.

4. *Election of Officers.* The following individuals shall serve as officers of the Corporation in the offices set forth adjacent to their names:

<u>Name</u>	<u>Office</u>
<u>Michael W. McCoy</u>	President
<u>Ki McCoy</u>	Secretary
<u>Ki McCoy</u>	Treasurer

Such individuals shall serve in such offices until the next annual meeting of the Corporation's Board of Directors and thereafter until his respective successor is duly elected and qualified or until their earlier death, resignation or removal.

5. *Articles of Incorporation.* The copy of the Articles of Incorporation of the Corporation certified by the Florida Secretary of State and attached as an exhibit to this Organizational Action by Sole Incorporator is hereby accepted and approved. The Secretary of the Corporation is directed to insert the Articles of Incorporation in the Minute Book of the Corporation.

6. *Bylaws.* The set of the proposed Bylaws of the Corporation attached as an exhibit to this Organizational Action by Sole Incorporator is hereby approved and adopted as the Bylaws of the Corporation. The Secretary is directed to certify such Bylaws and to insert a copy of such Bylaws in the Minute Book of the Corporation.

7. *Corporate Seal.* The form of corporate seal impressed on the margin of this page adjacent to this Section is hereby approved and adopted as the corporate seal of the Corporation.

8. *Stock Certificate.* The form of stock certificate attached as an exhibit to this Organizational Action by Sole Incorporator is hereby approved and adopted as the certificate representing the shares of Common Stock of the Corporation.

9. *Payment of Expenses.* The Treasurer of the Corporation is hereby directed to pay all expenses, including legal expenses, and reimburse all persons for expenditures made in connection with the organization of the Corporation.


10. *Certain Tax Elections.* The officers of the Corporation are hereby authorized to file elections under sections 248 (relating to amortization of organizational expenses) and 195 (relating to amortization of start-up expenses) of the United States Internal Revenue Code, and to perform all acts in furtherance or in performance of such elections, if the officers determine that making one or both elections would be in the Corporation's best interest.

11. *Subchapter "S" Election.* It has been determined that it is in the best interest of the Corporation to file an election under section 1361 of the Internal Revenue Code of 1986, as amended ("Code"), to be treated as a "Small Business Corporation" for federal income tax purposes, sometimes referred to as "Subchapter S Election." Therefore, the officers of the Corporation are authorized and directed to file Form 2553, Election by a Small Business Corporation, with the appropriate Internal Revenue Service office, and to perform all other acts necessary to qualify the Corporation for a Subchapter S Election, and further, the officers of the Corporation are directed to elect a calendar year as the Corporation's fiscal year as permitted under section 1368 of the Code.

12. *Effective Date of Action.* The actions contained herein shall be effective as of the effective date of the Articles of Incorporation of the Corporation.

13. *Other Actions.* Any officer of the Corporation, acting singly on behalf of the Corporation, be and hereby is authorized and directed to execute and deliver such documents and to do or cause to be done such acts as any of them may deem necessary or appropriate in order to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Organizational Action by Sole Incorporator for the purpose of giving his consent thereto.


Print Name: Michael W. McCay
Incorporator

SUBSCRIPTION FOR THE PURCHASE OF STOCK

The undersigned hereby subscribe for the purchase of the shares of Common Stock of Reel McCoy Fitness, Inc. (the "Corporation") indicated in the foregoing Organizational Action by Sole Incorporator. The undersigned hereby ratify and approve all actions of the Incorporator of the Corporation in forming and capitalizing the Corporation.

SHAREHOLDERS:

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Consideration</u>
<u>Michael McCoy</u>	<u>1</u>	<u></u>
<u></u>	<u></u>	<u></u>

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