

07/08/96 MON 7:20 FAX 305 858 4777

ADURNO & ZEDER PA

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ADURNO & ZEDER, P.A.

DEPARTMENT OF STATE

2601 S. BAYSHORE DR.

STATE OF FLORIDA

SUITE 1600

409 EAST GAINES STREET

MIAMI FL 33133-

9-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: EXECUTIVE BOOT CAMP, INC.

FAX AUDIT NUMBER: H96000009404

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
EXECUTIVE BOOT CAMP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation shall be:
EXECUTIVE BOOT CAMP, INC. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE V

The initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation, who, upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

This Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are

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ected and qualified or until their earlier resignation or
removal from office are:

Sylvester Lukis	Sergio Pereira
125 South Prospect Drive	4649 Ponce de Leon
Coral Gables, FL 33134	Suite 303
	Coral Gables, FL 33146

The number of directors may be increased or decreased
from time to time pursuant to the Bylaws of the Corporation, but
in no case shall the number of directors be less than one.

ARTICLE VII

The name and address of the Incorporator of the
Corporation is:

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the
Corporation shall be:

c/o Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

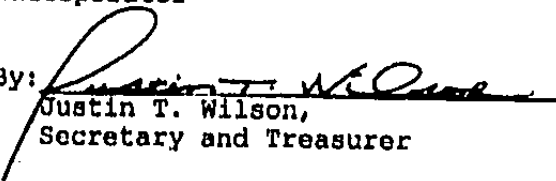
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IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 30th day of June, 1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson,
Secretary and Treasurer

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

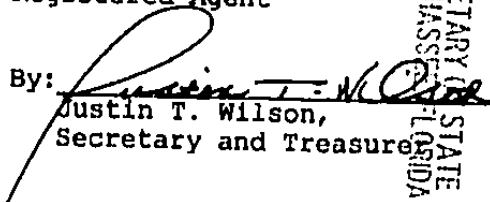
EXECUTIVE BOOT CAMP, INC.

2. The name and address of the Registered Agent and the Registered Office is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Sections 40.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the Registered Agent of Executive Boot Camp, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in such capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of the Corporation, and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 30th day of June, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 
Justin T. Wilson,
Secretary and Treasurer

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