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TALLAHASSEE, FL 32301-2607
904-222-0171
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800-342-8086

P96000085739



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 102272 4311532

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : October 7, 1996

ORDER TIME : 1:41 PM

ORDER NO. : 102272

CUSTOMER NO: 4311532

100001966871

CUSTOMER: Bernard Schneider, Esquire
LEAVY, ROSENSWEIG & HYMAN
ESQS.
11 East 44th Street
10th Floor
New York, NY 10017

DOMESTIC FILING

NAME:

WORKOUT PARTNERS ~~OF FLORIDA~~
INC.

PERSONAL TRAINING,

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 OCT -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -7 PM 2:58
DIVISION OF CORPORATION

W96-21194

DMC
10-8-96

10-17-96
KR

6A
611, 502,



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WORKOUT PARTNERS OF FLORIDA, INC.
Ref. Number: W96000021194

RESUBMIT
Please give original
submission date as file date.

We have received your document for WORKOUT PARTNERS OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation. — on 2nd signature page

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00045746

RECEIVED
96 OCT 17 AM 9:50
DIVISION OF CORPORATIONS

FILED
26 OCT -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WORKOUT PARTNERS PERSONAL TRAINING, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is 'WORKOUT PARTNERS PERSONAL TRAINING, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 417 Sunlake Circle, Lake Mary, Florida 32746.

The mailing address, wherever located, of the corporation is 417 Sunlake Circle, Lake Mary, Florida 32746.

THIRD: The number of shares that the corporation is authorized to issue is one thousand, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 417 Sunlake Circle, Lake Mary, Florida 32746.

The name of the initial registered agent of the corporation at the said registered office is Pierre Romain.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME	ADDRESS
Maris Kruze	375 Hudson Street, 11th Floor New York, New York 10014

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Signed on September 30, 1996.



Maris/Kruze, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: SEE FOLLOWING PAGE
Pierre Romain

Date: _____

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Signed on September 30, 1996.

SEE PREVIOUS PAGE
Maris Kruze, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Pierre Romain

Pierre Romain

Date: 10/3/96

FILED
96 OCT -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA