

7960000 88136

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NE: TEG Fitness, Inc

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____
 To us via _____ Return via _____
 Mailer No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

000001985570-3
 -10/25/96-01025-021-3
 ****122.50-****122.50

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

96 OCT 25 PM 12:05
 RECEIVED
 56 OCT 25 AM 9:59
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 ME AB CK No. _____
 10/25 12:00
 10/25

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum
 THANK YOU
 from

ARTICLES OF INCORPORATION
OF

T&G FITNESS, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is:

T&G FITNESS, INC.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The address of the principal office (and the mailing address) of this Corporation is:

995 State Road 434 North
Suite 600
Altamonte Springs, Fl. 32714

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT

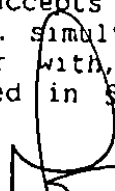
The street address of the Initial Registered Office and the name of the Initial Registered Agent at that office of this Corporation in the State of Florida shall be:

ROBERT B. FISHER
C/O FISHER, LAURENCE, DEEN & FROMANG, P.A.
101 Wymore Road, Suite 337
Altamonte Springs, Florida 32714

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE V ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

COMES NOW ROBERT B. FISHER, and pursuant to §§607.0202(1)(e) and 607.0501(3), Fla.Stat. (1996), accepts the appointment as Registered Agent for T&G FITNESS, INC. simultaneously with being designated and that he is familiar with, and accepts, the obligations of that position as noted in §607.0505, Fla.Stat. (1996).


ROBERT B. FISHER

10-21-76

FILED
96 OCT 25 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

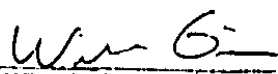
MICHAEL TURNER
995 STATE ROAD 434 N.
SUITE 600
ALTAMONTE SPRINGS, FL. 32714

WILLIAM GRIM
995 STATE ROAD 434 N.
SUITE 600
ALTAMONTE SPRINGS, FL. 32714

IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing Article of Incorporation on the 17th day of October, 1996.



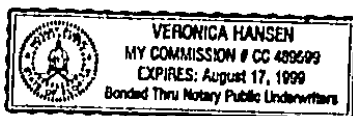
INCORPORATOR/DIRECTOR
MICHAEL TURNER




INCORPORATOR/DIRECTOR
WILLIAM GRIM

STATE OF FLORIDA,)
COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public personally appeared Mike Turner, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 17th day of October, 1996.



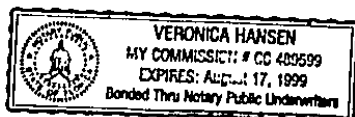


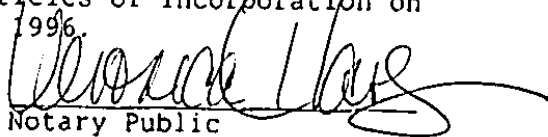
Notary Public
State of Florida at Large

My Commission Expires:

STATE OF FLORIDA,)
COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public personally appeared William Grim, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 17th day of October, 1996.





Notary Public
State of Florida at Large

My Commission Expires: