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GOODMAN & WHITWORTH
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 13, 1996

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

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*****70.00 *****70.00

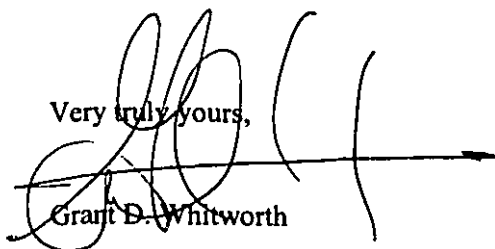
Re: EXTREME FITNESS SYSTEMS, INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for EXTREME FITNESS SYSTEMS, INC., for filing, along with our check in the amount of \$70.00 and a prepaid Fed Ex return envelope for expedited service. Please send the confirmation of Incorporation to me at the address on the letterhead.

Thank you for your prompt attention to this matter. If there are any problems, please give me a call.

Very truly yours,


Grant D. Whitworth

G.DW/bas
Encls.

XH
11-18-96

The undersigned incorporator, desiring to form a **corporation for profit**, under Florida Statutes Chapter 607.0101 et seq., hereby execute and acknowledge these

ARTICLES OF INCORPORATION
of
EXTREME FITNESS SYSTEMS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be **EXTREME FITNESS SYSTEMS, Inc.**

ARTICLE II

The principal office and mailing address of this corporation shall be

4903 Crockett Ct.
Tampa, Fl 33625

ARTICLE III

This corporation is formed for the purpose of conducting any business or business transaction lawfully permitted by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock, with a par value of \$10.00 per share, the consideration for which may be paid by money, property, or services as may be fixed by the board of directors from time to time.

ARTICLE V

The initial registered office of this corporation shall be located at 4903 Crockett Ct., Tampa, Florida, 33625, and the initial registered agent of this corporation shall be **Jeff White**, who is familiar with the obligations of that position and whose signature on

these Articles constitutes his acceptance of that appointment. This corporation shall have the right to change such registered office and registered agent from time to time as provided by law.

ARTICLE VI

By-laws of this corporation may be adopted, altered, or amended by the directors or trustees at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles of Incorporation

ARTICLE VII

This corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The incorporator of EXTREME FITNESS SYSTEMS, INC. is:

Jeff White
4903 Crockett Ct.
Tampa, FL 33625

Signed by the incorporator this 13 day of November, 1996.


Jeff White

State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me this day, personally appeared Jeff White known to be the individual described in the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed and who presented Florida Driver's License as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 13th day of November, 1996.

Cynthia M. Arenas
Notary Public, State of Florida



REGISTERED AGENT'S ACCEPTANCE:

I HEREBY affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Jeff White
Jeff White
Registered Agent

State of Florida
County of Hillsborough

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ALLAHSI, FLORIDA

I HEREBY CERTIFY that before me on this day, personally appeared Jeff White personally known to me and who acknowledged before me that he executed the registered agent's acceptance above.

Cynthia M. Arenas
Notary Public - State of Florida

