

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

00:11:17 3-01-95

AL DEC - 3 1994

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>12/3</u>			
TIME _____			CK No. _____
BY _____			

WALK-IN 8:30 WZ
 Will Pick Up

RE: K+J Gyms, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> 1st Copy(s)		
<u>Photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
8000002017668--3		
Name Reservation	-12/03/96--01032--012	
Annual Report/Reinstatement	*****70.00	*****70.00
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

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

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
 Your Capital Connection

FILED

ARTICLES OF INCORPORATION

96 DEC -3 AM 11:38

FOR

K & J GYMS, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

K & J GYMS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

K & J GYMS, INC.
40349 U.S. HIGHWAY 19, NORTH, SUITE 401
TARPON SPRINGS, FLORIDA 34689

ARTICLE III. CAPITAL STOCK.

(a) The Corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such

additional stock, in an amendment to its Articles of Incorporation.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

LARRY ZIER
40349 U.S. HIGHWAY 19, NORTH, SUITE 401
TARPON SPRINGS, FLORIDA 34689

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these Articles of Incorporation are:

LARRY ZIER
40349 U.S. HIGHWAY 19, NORTH, SUITE 401
TARPON SPRINGS, FLORIDA 34689

ARTICLE VI. PURPOSE.

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

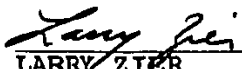
ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Articles of Incorporation this 26th day of November, 1996.



LARRY ZIER
Incorporator
65ARTINC.LZ

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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96 DEC -3 AM 11:38

RE
120A

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

K & J GYMS, INC.,

2. The name and address of the registered agent and office are:

Larry Zier

40349 U.S. Hwy. 19, North, Suite 401

Tarpon Springs, Florida 34689

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Larry Zier

(signature)

11/26/96

(date)