

P 96 0000 974 73

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

RE: The Body Joint, A Family Fitness Center, Inc.

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 \$ _____

555-555-5555
 12/15

DEC - 3 1996

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

WALK-IN Will Pick Up 9:30 JK

	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"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ 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	_____	_____

900002017829--0
 -12/03/96--01032--023
 ****122.50 ****122.50

RECEIVED
 96 DEC -3 AM 10
 DIVISION OF CORPORATIONS

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, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 DEC -3 PM 12:45

ARTICLES OF INCORPORATION

OF

THE BODY JOINT, A FAMILY FITNESS CENTER, INC.

The undersigned subscriber to the Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

The name of the corporation is:

THE BODY JOINT, A FAMILY FITNESS CENTER, INC.

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

III. NATURE OF BUSINESS

The general nature of the business is to be conducted by this corporation is limited to:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA INCLUDING BUT NOT LIMITED TO A GYM AND FITNESS CENTER, AND RELATED BUSINESS, OR ANY BUSINESS ACTIVITY.

IV. INITIAL REGISTERED AGENT and ADDRESS

The initial registered agent of the Corporation and his address is : **JEFFREY B. MEYER, ESQ,**
29872 OVERSEAS HWY, STE. 1
BIG PINE KEY, FL 33043

V. PRINCIPAL ADDRESS OF CORPORATION

The PRINCIPAL ADDRESS OF THE CORPORATION is:

29168 CACTUS LANE
BIG PINE KEY, FL 33043

VI. DIRECTORS

This corporation, shall be exercised by a board of 2 directors. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director(s) and officers are as follows:

VICKI L. GLADWELL
29168 CACTUS LANE
BIG PINE KEY, , FL 33043
DIRECTOR/PRESIDENT

JAY E. GLADWELL
29168 CACTUS LANE
BIG PINE KEY, , FL 33043
DIRECTOR/S/T

VIII. INCORPORATOR

The incorporator is: VICKI L. GLADWELL

IX. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

X. CAPITAL STOCK

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 1.00 par value per share.

Vicki L. Gladwell
VICKI L. GLADWELL, DIRECTOR

Jay E. Gladwell
JAY E. GLADWELL, DIRECTOR

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, VICKI L. GLADWELL and JAY E. GLADWELL, to me known to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at 29872 Overseas Highway, Suite 1, Big Pine Key, said County and State, this 2nd day of December, 1996. They are _____ personally known or have produced FL. Dr. License as identification.

(Seal)

Julia E. Todd
Notary Public, State of Florida
Julia E. Todd

My Commission Expires:



JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Page 3 of 3

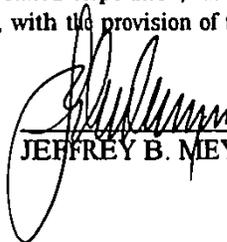
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.089, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That THE BODY JOINT, A FAMILY FITNESS CENTER, INC. desiring to organize under the laws of the State of Florida, with its principal corporate office at 29168 CACTUS LANE, BIG PINE KEY, FL 33042, and the office of the Registered Agent, as indicated in the Articles of Incorporation, 29872 OVERSEAS HWY., STE. 1, BIG PINE KEY, FL 33043, named JEFFREY B. MEYER, ESQ., as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

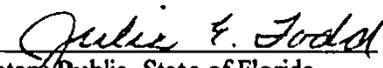


JEFFREY B. MEYER

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JEFFREY B. MEYER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida, 2nd day of December 1996. He is personally known or has produced the following form of picture identification: _____.



Notary Public, State of Florida
Julia E. Todd

My Commission Expires:
 JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

95 DEC -3 PM 12:45
211 1996