

P96000099320

ULTIMATE FITNESS, CEI

P.O. BOX 409 • WINDERMERE, FL. 34786 • 407/876-6096 • 407/876-6028 fax

November 15, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Please find attached, Articles of Incorporation forms for a new corporation.
Enclosed is a check in the amount of \$70.00 for the Florida Corporation Filing Fee.
Please direct any correspondence concerning this corporation to:

Peter Fleck
9054 Ron Den Lane
Windermere, Florida 34786
(407) 876-6096

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-11/20/96--01071--011
*****70.00 *****70.00

Regards,

Peter Fleck
V. President

*Peter Fleck gave
auth by phone to
Correct the Name.
12-9-96
DMC*

FILED
96 DEC -9 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*W96 P96000099320
11/26/96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

PETER FLECK
ULTIMATE FITNESS, CEI
P O BOX 409
WINDERMERE, FL 34786

SUBJECT: ULTIMATE FITNESS CENTER FOR EXERCISE INSTRUCTION
Ref. Number: W96000024979

We have received your document for ULTIMATE FITNESS CENTER FOR EXERCISE INSTRUCTION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

A post office box is not an acceptable address for the registered agent.

You must list at least one incorporator with a complete business street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Camela Hall
Document Specialist

Letter Number: 596A00053605

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Florida Corporation under the "Florida Statutes".

FILED
95 DEC -9 PM 4:54
TALLAHASSEE, FLORIDA
STATE

Article 1. The name of the corporation is Ultimate Fitness
Center For Personal Exercise Instruction, Inc.

Article 2. The period of existence shall be permanent.

Article 3. The purpose shall be to operate a Personal
Training Facility and any other purposes
permitted under the laws of Florida.

Article 4. The corporation shall have the authority to
issue:

<u>CLASS</u>	<u>SERIES</u>	<u># OF SHARES</u>	<u>PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE</u>
Common	None	60	No Par Value

Article 5: The address of the initial registered office is:

400 West New England Avenue
Winter Park, Florida 32789

Mailing Address: P.O. Box 409
Windermere, Fl. 34786

Article 6: Name of initial registered agent at such address
is: Andrew Baye

Article 7: The number of directors constituting the board
of directors shall be two.

Article 8: The names of the initial directors are:

Andrew Baye

Peter Fleck

Article 9: The incorporators of this corporation are:

Andrew Baye
400 West New England Drive
Winter Park, Fl. 32789

Peter Fleck
9054 Ron Den Ln.
Windermere, Fl. 34786

Executed on the 3rd day of December, 1996. I hereby
am familiar with and accept the duties and responsibilities as registered agent.

Andrew Bayer
Andrew Bayer, Registered Agent

8800-013-73-808-0
Driver License#

Peter Fleck
Peter Fleck

F420-670-63-413-0
Driver License#

ACKNOWLEDGEMENT

STATE OF FLORIDA)
Orange County) ss.

Personally before me this 03
day of December, 1996 the
above named Andrew Bayer
Peter Fleck

to me known to be the persons
who executed the foregoing
instrument and acknowledge the
same.

Suzette Hill
Suzette Hill

Notary Public Orange County,
Florida.

My Commission is permanent.

Expires 7/29, 1997



P96000099320

Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Document# P96000099320
EIN# 59-3415171

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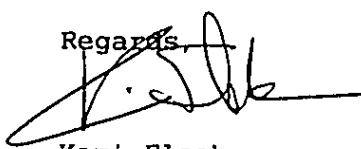
Dear Sirs:

Please find the attached amendment to the Articles of Incorporation for "Ultimate Fitness Center for Personal Exercise Instruction, Inc.". Enclosed is payment for the filing fee of \$35.00. Direct any correspondence relating to this matter to:

Baye Fitness Systems, Inc.
Att: Kari Fleck
400 West New England Avenue
Suite #7
Winter Park, Florida ~~3769~~ 32789

(407) 629-0004

Regards,


Kari Fleck
Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 8:26

PC
APR 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 8:26

AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Florida Statutes 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation. The undersigned, who are all of the members of the Board of Directors, hereby consent to the following as the action of the Board as of the date when the latter of us signs this amendment.

A meeting of the Board of Directors, Andrew Baye and Peter Fleck was held on the 6th day of March, 1997.

RESOLVED, A motion was made as follows, to change the name of this Florida Corporation known as "Ultimate Fitness Center for Personal Exercise Instruction, Inc." to "Baye Fitness Systems, Inc."

The amendment did not reflect an exchange, a reclassification or cancellation of issued shares.

RESOLVED, The amendment was adopted unanimously by the board of directors without shareholder action and shareholder action was not required.

Signed this 7 day of March, 19 97 by Andrew Baye
Andrew Baye/President/Director

Signed this 7 day of March, 19 97 by Peter Fleck
Peter Fleck/V. President/Director