

Rt. 5 Box 1820, 1608 S. Hwy. 19
Palatka, FL 32177
(904) 328-5622

December 31, 1996

Ms. Braddon Bruton
Corporate Secretary
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
Body Works Fitness Center, Inc.

300002047273--1
-01/07/97--01025--018
****131.25 ****131.25

Dear Ms. Bruton:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$131.25.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Michael D. Welch

Physical Location/Mailing Address of Corporation:
Rt. 5 Box 1820, 1608 S. Hwy. 19
Palatka, FL 32177

enclosures

Michael Welch GAVE

ALL INFORMATION PHONE TO

SUFFIX

1/13/97

B3B

JAN 15

B3B

97 JAN -6 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

FILED

of

97 JAN -6 AM 11:11

Body Works Fitness Center , Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Body Works Fitness Center , Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (0.00) of Zero Dollar(s) \$0.00, par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principle office, if known, or the mailing address of the corporation is:

NAME: Body Works Fitness Center
ADDRESS: Rt. 5 Box 1820, 1608 S. Hwy. 19
CITY: Palatka, FL 32177

The name and street address of the Initial Agent of this Corporation is:

NAME: Michael D. Welch
ADDRESS: Rt. 5 Box 1820
CITY: Palatka, FL 32177

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but never shall be less than one (1). The names and addresses of the initial director(s) of the corporation as follows:

NAME: Michael D. Welch
ADDRESS: Rt. 5 Box 1820
CITY: Palatka, FL 32177

NAME: Karen P. Welch
ADDRESS: Rt. 5 Box 1820
CITY: Palatka, FL 32177

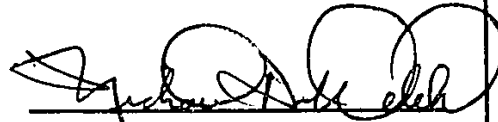
ARTICLES VII - INCORPORATORS


The names and addresses of the incorporators signing these Articles of Incorporators are as follows:

NAME: Michael D. Welch
ADDRESS: Rt. 5 Box 1820
CITY: Palatka, FL 32177

NAME: Karen P. Welch
ADDRESS: Rt. 5 Box 1820
CITY: Palatka, FL 32177

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31st day of December, 1996.


Michael D. Welch


Karen P. Welch

**STATE OF FLORIDA
COUNTY OF PUTNAM**

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael D. Welch and Karen P. Welch who have produced a valid Florida drivers licenses as identification, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

WITNESS my hand and official seal this 31st day of December, 1996, at Putnam County and State aforesaid.


Notary Public: Catherine H. Sheffield



CATHERINE H SHEFFIELD
My Commission CC-467883
Expires May. 25, 1999
Bonded by ANB
800-482-5679

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED

CERTIFICATE OF REGISTERED AGENT 07 JAN -6 AM 11:11

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Body Works Fitness Center , Inc.

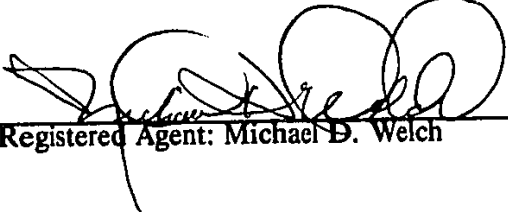
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation at:

Rt. 5 Box 1820, 1608 S. Hwy. 19
Palatka, FL 32177

has named Michael D. Welch
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.



Registered Agent: Michael D. Welch