

P9700004932

William E. Gottfried, P.A.
ATTORNEY-AT-LAW

1435 GULF-TO-BAY BOULEVARD
SUITE C
CLEARWATER, FL 34616

Bar Member
Florida
New York
Washington D.C.

Telephone
(813) 462-5592
Fax (813) 462-5593

January 8, 1997

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

500002056215--8
-01/14/97--01016--008
****122.50 ****122.50

Re: USA Fitness, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation together with the Certificate of Registered Agent for the referenced corporation with a check in the amount of \$122.50 to cover the cost of filing.

Should you have any questions, or if anything additional is required, please do not hesitate to contact me.

Sincerely,

WEG
William E. Gottfried

97 JAN 24 AM 8:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WEG/ad

Enclosures

JAN 17 BSB

ARTICLES OF INCORPORATION

OF

USA FITNESS, INC.

FILED
97 JAN 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: USA FITNESS, INC.

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

The total authorized stock of this corporation shall be divided into 100 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services.

ARTICLE V
Registered Agent and Address

The registered agent for this corporation and the registered address of this corporation are as follows:

FRANK BAGNASCO
5930 Bimini Way
St. Petersburg Beach, Florida 33706

ARTICLE VI
Directors and Principal Office

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name of the initial Board of Directors is FRANK BAGNASCO. The principal office is located at: 18443 U. S. 19 North, Clearwater, Florida 34624.

ARTICLE VII
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as Nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
Incorporators

The name and address of the incorporator signing these Articles of
Incorporation is:

FRANK BAGNASCO
5930 Bimini Way
St. Petersburg Beach, Florida 33706

ARTICLE IX
Indemnification

This corporation shall indemnify any officer or director or any former officer
or director, to the full extent permitted by law.

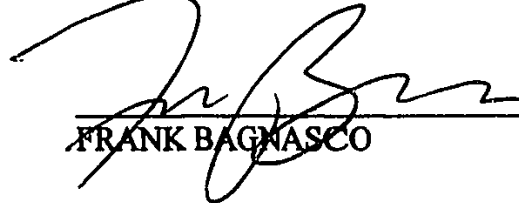
ARTICLE X
Bylaws

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the
Board of Directors and the shareholders.

ARTICLE XI
Amendments

These Articles of Incorporation may be amended in a manner provided by
law. Every amendment shall be approved by the Board of Directors, proposed by
them to the stockholders and approved at a stockholders' meeting by the majority
of the stockholders entitled to vote thereat.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for and on behalf of the corporation and executed these Articles of Incorporation this 8th day of January, 1997.

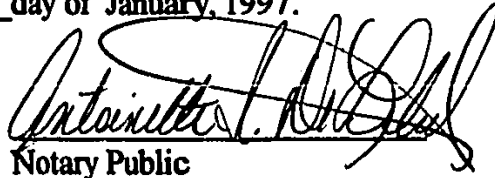
 (Seal)
FRANK BAGNASCO

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FRANK BAGNASCO known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 8th day of January, 1997.


Notary Public



ANTONETTE L. DILBERTI
COMMISSION # 00 88648
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act: USA FITNESS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the County of Pinellas, State of Florida, has named FRANK BAGNASCO located at: 5930 Bimini Way, St. Petersburg Beach, Florida 33706, County of Pinellas, State of Florida, as its agent to accept service of process within this state. Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open/said office.


FRANK BAGNASCO
Resident Agent

FILED
97 JAN 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA