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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: HAMMER GYM, INC.

AUDIT NUMBER.....H97000003275

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Ray Stormont
2/25/97

5 H 97000003275 **ARTICLES OF INCORPORATION
OF
HAMMER GYM, INC.**

The undersigned incorporator of Hammer Gym, Inc. for the purpose of forming a Corporation under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I
NAME & PRINCIPAL ADDRESS

The name and principal address of this corporation is :

Hammer Gym, Inc.
2145 West Davie Boulevard, Suites 101-102
Fort Lauderdale, Florida 33312

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

This corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV
STOCK

This corporation is authorized to issue 100 shares of No par value common stock which shall be designated "Common Shares."

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by
Amanda J. Gertz, Esq.
GENET & GERTZ, P A
1323 Southeast Third Avenue
Fort Lauderdale, FL 33316
Fla. Bar No. 985260
(954) 764 - 0005

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Larry Lee Borden, Jr.	2145 West Davie Boulevard, Suites 101-102 Fort Lauderdale, FL 33312

ARTICLE VII
OFFICERS

The name, title and address of the officers of this corporation shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Larry Lee Borden, Jr.	President	2145 West Davie Boulevard, Suites 101-102
	Vice Pres.	Fort Lauderdale, FL 33312
	Sect., Treas.	

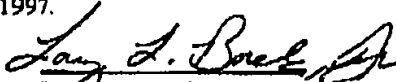
ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of February 1997.


Larry Lee Borden, Jr.
Incorporator

(Notary for this document on next page)

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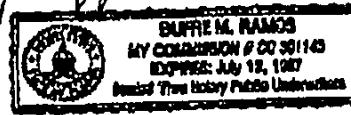
STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Larry Lee Borden, Jr. personally known by me, or who produced a valid Florida Driver's License as identification, to be the person who executed or acknowledged that he executed the foregoing Articles of Incorporation for Hammer Gym, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of February, 1997.

Buffie M. Ramos
NOTARY PUBLIC

My Commission Expires:




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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

In compliance with Fla. Stat. § 48.091, the following is submitted:

First, that Hammer Gym, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2145 West Davie Boulevard, Suites 101-102, Fort Lauderdale, FL 33312, State of Florida, has named Larry Lee Borden, Jr., of the same address as its Agent to Accept Services of process within Florida.


 Larry Lee Borden, Jr. Date 2-24-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


 LARRY LEE BORDEN, JR.

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 TALLAHASSEE, FLORIDA

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