

Law Offices of
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P. O. Box 3390
Seminole, Florida 33775

March 11, 1997
P97000024338

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

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-03/13/97--01058--009
*****70.00 *****70.00

RE: **BEYOND FITNESS USA, INC.**
Our File Number: 17,731

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	<u>\$ 35.00</u>
TOTAL	\$ 70.00

Please date stamp the photocopy and return same to me in the enclosed stamped, self-addressed envelope.

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,


Peter T. Hofstra

PTH:nrp
Enclosures

cc: Mr. Richard B. Gray
(w/enclosure)

np\corp\beyon-fit.ltr

97 MAR 13 PM 3:57
FBI - TAMPA

cf 3/18/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 13 PM 3:50

ARTICLES OF INCORPORATION
OF
BEYOND FITNESS USA, INC.

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: BEYOND FITNESS USA, INC. The physical address of the corporation is 12460 Capri Circle N, Treasure Island, FL 33706. The mailing address of the corporation is 12460 Capri Circle N, Treasure Island, FL 33706.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, FL 33772.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard B. Gray	12460 Capri Circle N Seminole, FL 33776

ARTICLE VIII
INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard B. Gray	12460 Capri Circle N Seminole, FL 33776

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

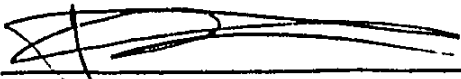
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE XI
DATE OF INCEPTION

97 MAR 13 PM 3:50

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of March, 1997.



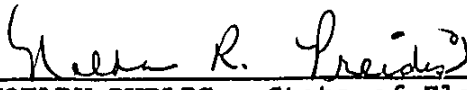
RICHARD B. GRAY (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of March, 1997, by Richard B. Gray.




Nelda R. Preidis
MY COMMISSION # CC577363 EXPIRES
August 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC - State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

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.



Peter T. Hofstra
Registered Agent