

PHILIP J. GOUZE, P.A.
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PA7000026795

March 8, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express 4068615703

RE: GYM GALS, INC.

500002118025--7
-03/19/97-01076--009
****122.50 ****122.50

Dear Sir or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with my office check payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

Filing Fees	\$35.00
Certified copy of Articles of Incorporation	\$52.50
Registered Agent Designation	\$35.00

Please immediately file same of record, and return a certified copy of the Articles of Incorporation to my office overnight express mail. I have enclosed a completed FedEx airbill and a FedEx envelope for your convenience.

Thank you for your cooperation.

Very truly yours,

PHILIP J. GOUZE
Attorney at Law

PJG/st
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

GYM GALS, INC..

ARTICLE I - NAME

The name of the corporation is **GYM GALS, INC..**

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of five dollar (\$5.00) par value common stock which shall be designated "common shares".

**ARTICLE V - PRINCIPAL OFFICE/STREET ADDRESS OF CORPORATION,
AND INITIAL REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Corporation is:

**GYM GALS, INC.
6800 S.W. 21 Court, Suite 10
Davie, FL 33317**

The street address of the Corporation's initial registered office is:

**500 S.E. 6th Street, Suite 100
Fort Lauderdale, FL 33301**

and the initial Registered Agent at that office is:

PHILIP J. GOUZE

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) directors. The number of Directors may be increased or decreased from time to time by vote of the stockholders. Any Director shall also be a stockholder of the corporation. The name and address of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
SIBYLLE MUELLER-REIMANN	500 N.E. 28th Drive Wilton Manors, FL 33334
ANGELA KURLANDER	1230 Laurel Court Fort Lauderdale, FL 33326

ARTICLE VII - INCORPORATOR

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

SIBYLLE MUELLER-REIMANN 500 N.E. 28 th Drive Wilton Manors, FL 33334	ANGELA KURLANDER 1230 Laurel Court Ft Lauderdale, FL 33326
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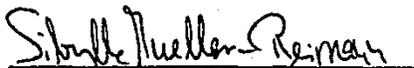
ARTICLE VIII - DIRECTOR QUORUM

A quorum for a meeting of directors shall consist of a majority of the Directors.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 17th day of March, 1997.


SIBYLLE MUELLER-REIMANN


ANGELA KURLANDER

STATE OF FLORIDA }
COUNTY OF BROWARD }

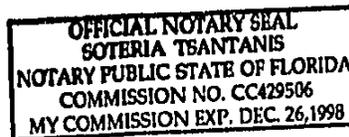
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **SIBYLLE MUELLER-REIMANN**, who produced her Florida driver license as identification, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17th day of March, 1997.



Notary Public

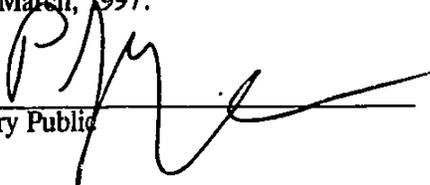
My Commission Expires:



STATE OF FLORIDA }
COUNTY OF BROWARD }

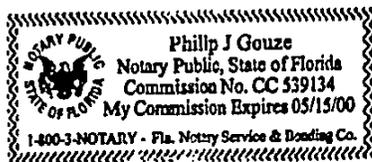
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ANGELA KURLANDER**, who is personally known to me, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17 day of March, 1997.



Notary Public

My Commission Expires:



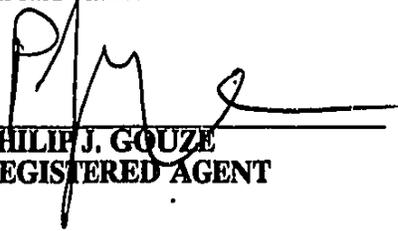
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **GYM GALS, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named **PHILIP J. GOUZE** located at **500 S.E. Sixth Street, Suite 100, Fort Lauderdale, Florida 33301** as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PHILIP J. GOUZE
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA