

P97000027127

RAYMOND RIPLEY, JR.  
-- ACCOUNTANTS, INC.

235 Northeast 6th Avenue  
Post Office Box 807  
Delray Beach, Florida 33447  
Telephone: (407) 272-7424 (407) 734-4454

Enrolled to Practice Before the  
Internal Revenue Service

March 17, 1997

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
ONE-ON-ONE CUSTOM FITNESS, INC.

300002120209--9  
-03/21/97--01034--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed are the notarized Articles of Incorporation for ONE-ON-ONE CUSTOM FITNESS, INC. the Articles of Incorporation, and a check for \$ 70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

You may send the dated copy of the articles to:

Raymond Ripley, Jr.  
235 Northeast 6th Avenue  
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.

*Raymond Ripley, Jr.*

Raymond Ripley, Jr.

FILED  
97 MAR 21 PM 11:30  
TALLAHASSEE, FLORIDA

*Raymond Ripley, Jr.*  
3/21/97

ARTICLES OF INCORPORATION  
OF  
ONE-ON-ONE CUSTOM FITNESS, INC.

FILED  
97 MAR 21 11:30  
SECRET  
TALLAHASSEE  
MAR 21

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is ONE-ON-ONE CUSTOM FITNESS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 8091 3rd Place South, West Palm Beach, Florida, 33411 and the name of the initial registered agent of the corporation shall be Eric K. Payne, 8091 3rd Place South, West Palm Beach, Florida

ARTICLE V. TERM OF EXISTENCE

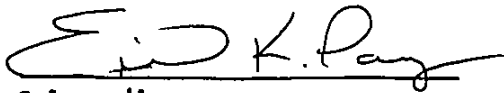
This corporation is to exist perpetually.

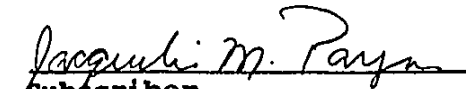
ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial members of the Board of Directors and Incorporators is:

<u>Name</u>	<u>Address</u>
Eric K. Payne	8091 3rd Place South
Jacqueline M. Payne	West Palm Beach, Fl. 33411

IN WITNESS WHEREOF, the undersigned has hereunto set there hands and seal on this 17th day of March, 1997. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.

  
Subscriber

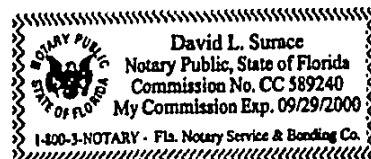
  
Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of March, 1997.

  
Notary Public  
My commission expires:



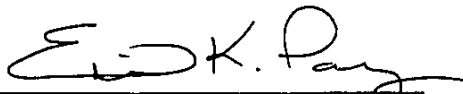
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

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

ONE-ON-ONE CUSTOM 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 Palm  
Beach, State of Florida, has named Eric K. Payne, located at 8091 3rd  
Place South, West Palm Beach, Florida, 33411, as it's agent to accept  
service of process within this State.

ACKNOWLEDGEMENT

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.

  
Eric K. Payne

FILED  
97 MAR 21 PM 11:36  
TALLAHASSEE, FLORIDA