



5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
A Private, Full Service Law Firm

Phone (407) 647-7887
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PM 1000 38154
March 24, 1997

BY UPS NEXT DAY AIR

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

800002123718--7
-03/25/97--01062--013
*****70.00 *****70.00

Re: Fitness International, Inc. - New Incorporation

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Fitness International, Inc. and a check for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the copy marked to show the filing to the undersigned.

If you have any questions, please call me collect.

Thanks.

Sincerely,

Richard D. Baxter

Richard D. Baxter
Of Counsel

cc: Mrs. Jasmine Tubbs

3/28

FILED
97 MAR 25 AM 9:03
TALLAHASSEE, FL
CLERK OF COURT

ARTICLES OF INCORPORATION

OF

FITNESS INTERNATIONAL, INC.

FILED
97 MAR 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

FITNESS INTERNATIONAL, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 5825 Willowbud Court, Orlando, FL 32807.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000) shares of common stock having a par value of ten (\$0.10) cents per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810. The name of the initial Registered Agent of this Corporation at that address is Richard D. Baxter.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and street address of the member of the first Board of Directors is:

Jasmine Tubbs
5825 Willowbud Court
Orlando, FL 32807

The members of the First Board of Directors shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATOR

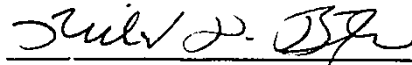
The name of the person signing these Articles of Incorporation as the Incorporator is Richard D. Baxter and his street address is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify and may insure its officers and directors to the

fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24th day of March, 1997.

A handwritten signature in dark ink, appearing to read "Richard D. Baxter", is written over a horizontal line.

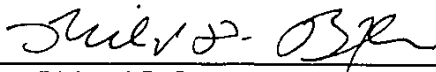
Richard D. Baxter, Incorporator

FITNESS INTERNATIONAL, INC.
Certificate Of Designation Of
Registered Agent And Registered Office

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

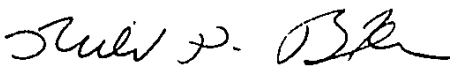
1. The name of the Corporation is: FITNESS INTERNATIONAL, INC.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Richard D. Baxter, 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

FITNESS INTERNATIONAL, INC.

By: 
Richard D. Baxter, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of FITNESS INTERNATIONAL, INC., the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Richard D. Baxter, Registered Agent
Dated: March 24, 1997.

RECEIVED
STATE
ALL AMESSEE FLORIDA
97 MAR 25 AM 9:04