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March 25, 1997

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Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

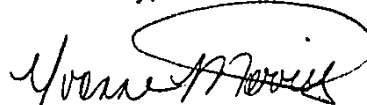
Re: Paragon Fitness, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Paragon Fitness, Inc. Also enclosed is a check in the sum of \$122.50 to cover the necessary fees for the filing of this document.

Your attention to this matter is appreciated.

Yours truly,


Yvonne Morris

FILED
97 MAR 28 AM 9:45
TALLAHASSEE, FLORIDA

/ym
Enclosures

re 4/1/97

ARTICLES OF INCORPORATION
OF
PARAGON FITNESS, INC.

I, the undersigned, being a natural person desiring to establish a corporation under the laws of the State of Florida for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, do make, subscribe, acknowledge and file these Articles of Incorporation and do certify as follows:

ARTICLE I

The name of the Corporation shall be **PARAGON FITNESS, INC.**

ARTICLE II

The general nature of the business to be transacted and the purpose or purposes for which the corporation is organized are to provide individualized fitness training, consultation and exercise programs designed for the clients of the corporation; sale of fitness training equipment and to transact any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

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97 MAR 28 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this Corporation will begin business shall be and is in the sum of Five Hundred Dollars (\$500.00).

ARTICLE VI

The principal office of this Corporation shall be located in the City of Miami, Dade County, Florida and the street address of said principal office shall be 1421 S.W. 107th Avenue, Suite 158, Miami, Florida 33174.

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

EDWARD DE LA TORRE
1421 S.W. 107th Avenue, Suite 158
Miami, Florida 33174

ARTICLE VIII

Pursuant to Section 48.091, Florida Statutes, EDWARD DE LA TORRE, 1421 S.W. 107th Avenue, Suite 158, Miami, Florida 33174 is hereby designated as the Corporation's agent to accept service of process within the State of Florida.

ARTICLE IX

The name and address of the person signing these Articles is:

EDWARD DE LA TORRE
1421 S.W. 107th Avenue, Suite 158
Miami, Florida 33174

ARTICLE X

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI

Pursuant to the corporate laws of the State of Florida, the meetings of the Board of Directors or shareholders may be held within or without the State of Florida.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders and

approved by a shareholder's meeting, by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intentions that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida, the Articles of Incorporation and certify that the facts herein stated are true on this 25th day of March, 1997.



EDWARD DE LA TORRE

STATE OF FLORIDA)

ss

COUNTY OF DADE)

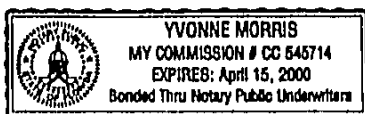
I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared EDWARD DE LA TORRE, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of March, 1997.



NOTARY PUBLIC, State of Florida

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:

That, PARAGON FITNESS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Edward De La Torre located at 1421 S.W. 107th Avenue, Suite 158, Miami, State of Florida, 33174 as its agent to accept service of process within this state.

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



EDWARD DE LA TORRE
Resident Agent

FILED
97 MAR 28 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA