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April 1, 1997

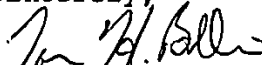
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Fitness USA, Inc. along with a check for \$87.50 to cover filing and one certified copy. Please send the certified copy to the address on this letterhead.

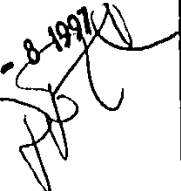
Thank you.

Sincerely,


Tom H. Billiris

THB
Enclosures

97 APR - 7 PM 3:23
FILED
SECRET
TALLAHASSEE, FLORIDA

APR - 8 - 1997


ARTICLES OF INCORPORATION
OF
FITNESS USA, INC.

97 APR -7 PM 3:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation competent to contract, hereby form a Corporation under Florida Statutes Chapter 607 and adopt the following as articles:

ARTICLE I

NAME: The name of this Corporation is:

FITNESS USA, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the principal office of the Corporation is:

Mailing address:	Street address:
40349 U.S. Hwy 19 N., Su. 401	same
Tarpon Springs, Fl. 34689	

ARTICLE III

DURATION: The duration of the Corporation shall commence with the filing of these Articles and continue perpetually.

ARTICLE IV

INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: KOSTANTINOS TZIAMTZIS, 40349 U.S. Hwy. 19 N., Su. 401, Tarpon Springs, Fl. 34689

ARTICLE V

CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of One-half Dollar (\$0.50) par value stock.

ARTICLE VI

PURPOSE: This Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VII

ORGANIZATION'S POWER TO ACQUIRE ASSETS: The Organization shall have the power to acquire assets and incur liabilities (real estate, buildings, equipment and other investments) to which the majority of the shareholders shall control.

ARTICLE VIII

The name of the Corporation's initial registered agent in Florida is Tom H. Billiris, 222 E. Tarpon Ave., Tarpon Springs, Fl. 34689. The Registered Agent states that he is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation.

ARTICLE IX

INITIAL BOARD OF DIRECTORS: This Corporation shall have three(3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial directors are Kostantinos Tziamtzis, 40349 U.S. Hwy. 19 N., Su. 401, Tarpon Springs, Fl. 34689; and Gus Mantikos, 40349 U.S. Hwy. 19 N., Su. 401, Tarpon Springs, Fl. 34689.

ARTICLE X

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

ARTICLE XI

BYLAWS: The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

PREEMPTIVE RIGHTS: This Corporation elects to have preemptive rights for the shareholders of this Corporation. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XIII

SHAREHOLDER VOTING: Shareholder voting and the type of shares issued shall be described in more detail in the corporate bylaws.

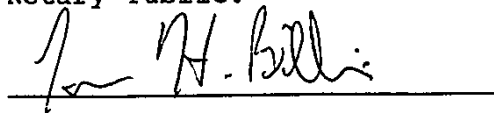
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 1st day of April, 1997.


KONSTANTINOS TZIAMTZIS
INCORPORATOR

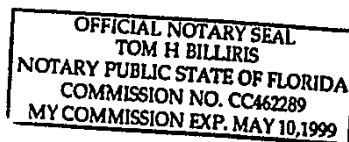
State of Florida)
County of Pinellas)

The Foregoing instrument was acknowledged before me this 1st day of April, 1997, by KONSTANTINOS TZIAMTZIS who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public:



My Commission Expires



ACCEPTANCE OF DUTIES BY REGISTERED AGENT
OF FITNESS USA, INC.

Having been named as registered agent and to accept service of process for the above-named 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, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4/1/97

T. H. Billiris
TOM H. BILLIRIS
Registered Agent
FITNESS USA, INC.

FILED
97 APR - 7 PM 3: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA