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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 500002302875--1

-09/25/97--01004--008

*****70.00 *****70.00

1 Cutting Edge Fitness Inc.

(Corporation Name)

(Document #)

2 (Corporation Name)

(Document #)

3 (Corporation Name)

(Document #)

4 (Corporation Name)

(Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF

CUTTING EDGE FITNESS, INC.

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TALLAHASSEE, FLORIDA

The undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I:

Name

The name of the Corporation is: CUTTING EDGE FITNESS, INC.

ARTICLE II:

Principal Office

The principal place of business and the principal office of the Corporation is:

2700 West Atlantic Boulevard Suite 203
Pompano Beach, Fl 33069

The Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

ARTICLE III:

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV:

Purpose

The purpose or purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V:

Capital Stock

The aggregate number of shares which the Corporation shall be authorized to issue is 50,000 consisting of one class only, designated as "Common Stock" with a par value of \$.01 per share.

ARTICLE VI:
Stock Transfer Restrictions

Such restrictions upon the transfer of shares of Common Stock as may be from time to time desired may be provided for in the by-laws of the Corporation or by agreement among or between shareholders.

ARTICLE VII:
Registered Agent and Office

The address of the initial registered office of the Corporation is:

The Law Offices of Brown & Brown
2700 West Atlantic Boulevard Suite 215
Pompano Beach, Florida 33069

The name of its initial registered agent at such address is:

James Edward Brown, Jr., Esq.

ARTICLE VIII:
Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is two (2).

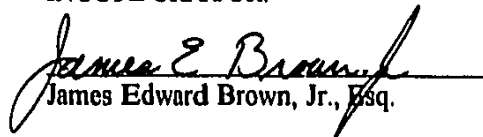
ARTICLE IX
Incorporator

The name and address of the incorporator is:

James Edward Brown, Jr., Esq.
The Law Offices of Brown & Brown
2700 West Atlantic Boulevard Suite 215
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 1997.

INCORPORATOR:


James Edward Brown, Jr., Esq.

State of Florida)
 :s
County of Broward)

This instrument was acknowledged before me on September 18, 1997 by James Edward Brown, Jr., Esq. who is personally known to me.




Notary Public, State of Florida

My commission expires 5/2/98

This instrument was drafted by James Edward Brown, Jr., Esq.

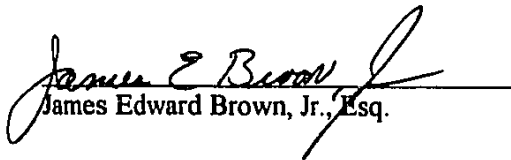
Please return this document to:

The Law Offices of Brown & Brown
2700 West Atlantic Boulevard
Suite 215
Pompano Beach, Florida 33069

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been designated as the Registered Agent in the foregoing Articles of Incorporation of Cutting Edge Fitness, Inc., a Corporation under the Florida Business Corporation Act, and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that 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 of Cutting Edge Fitness, Inc.

Dated this 18th day of September, 1997.


James Edward Brown, Jr., Esq.

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