

P97000086299

October 1, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT - 6 AM 10:13

Secretary of State
Division of Corporations
Tallahassee, Florida 32304

Sirs:

Enclosed please find my check in the amount of \$70.00 and the Articles
of Incorporation for:

200002312932--1
-10/06/97--01134--001
*****70.00 *****70.00

Light Moves Fitness, Inc.

The check covers the following items:

Filing fee \$35.00
Resident Agent Certificate \$35.00

Thank you in advance for your cooperation in this matter.

Very truly yours,

Deborah Oaks

Deborah Oaks
1975 W Bay Drive #407
Largo, FL 33770

813-581-2984

BROWN OCT - 7 1997

ARTICLES OF INCORPORATION

OF

Light Moves Fitness, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 10:13

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation shall be:

Light Moves Fitness, Inc.

and shall be located at:

1975 W Bay Drive #407
Largo, Fl 33770

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, or hereafter erected on any lands so owned, held, or occupied, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that his corporation is authorized to have outstanding at any time is:

1000 @ \$1.00 per share

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Initial Registered office of this corporation is to be:

1975 W Bay Drive #407
Largo, Fl 33770

The Initial Registered Agent of the corporation is:

Deborah Oaks
OAKES

ARTICLE VII - DIRECTORS

The corporation shall have the number of directors as shown below in Article VIII, 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.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Deborah Oaks	1975 W Bay Drive #407	Largo, Fl 33770
--------------	-----------------------	-----------------

ARTICLE IX - SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is as follows:

Deborah Oaks
1975 W Bay Drive #407
Largo, Fl 33770

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office, but no later than October 1, 1997 .

ARTICLE XI - AMENDMENT

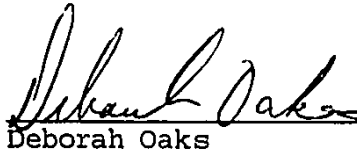
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the code.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

Date: October 1, 1997

 (SEAL)
Deborah Oaks

STATE OF FLORIDA)
COUNTY OF PINELLAS)



Before me personally appeared the above-named person to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above on the date shown below.

Dated:

NOTARY PUBLIC

My Commission Expires:


 PAUL DEL MONTE
My Commission CC420071
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT Deborah Oaks² DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT
1975 W Bay Drive #407 Largo, Fl 33770 HAS NAMED Deborah Oaks LOCATED AT
1975 W Bay Drive #407 Largo, Fl 33770 AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE



TITLE: PRESIDENT

DATE: October 1, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE: October 1, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 10:13