

FINANCIAL ACCOUNTING SERVICES

730 West Colonial Drive
Orlando, Florida 32804

P 97 0000 87982

FILED
97 OCT 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700002320487--1
-10/15/97--01013--008
****122.50 ****122.50

Dear Ms. Freida Chesser

Attached please find the Articles of Incorporation for:

TOTAL TEAM FITNESS ENTERPRISES INC

and check # 6379 for \$122.50 covering the various fees.

Respectfully,


AZINA KANJI

Encl.

594 49964

ARTICLES OF INCORPORATION
OF
TOTAL TEAM FITNESS ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation shall be:

TOTAL TEAM FITNESS ENTERPRISES, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

FILED
97 OCT 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, its permanent mailing address and principal place of business shall be:

306 N. NOVA ROAD, ORMOND BEACH, FL. 32174

The initial registered agent shall be:

BRIAN CARTER

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders.

ARTICLE SEVEN

BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors are:

BRIAN CARTER, 306 N. NOVA RD., ORMOND BEACH, FL. 32174
VINCENT TUTTOLOMONDO, 10 REFLECTIONS DR., ORMOND BEACH, FL.
EDWARD IZZO, 306 N. NOVA RD., ORMOND BEACH, FL. 32174

ARTICLE EIGHT

OFFICERS

The initial officers of the Corporation shall be:

PRESIDENT: BRIAN CARTER
V. PRESIDENT/TREASURER: EDWARD IZZO
SECRETARY: VINCENT TUTTOLOMONDO

ARTICLE NINE

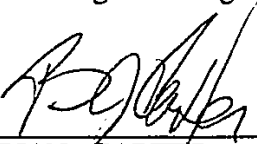
CERTIFICATE OF REGISTERED AGENT

The name and address of the person signing the Articles of Incorporation as subscriber is:

BRIAN CARTER
306 N. NOVA ROAD, ORMOND BEACH, FL. 32174


BRIAN CARTER

I do hereby accept designation as Registered Agent.


BRIAN CARTER

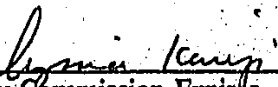
FILED
97 OCT 10 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared BRIAN CARTER before me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10th day of October, 1997.


My Commission Expires



AZIMA KANJI
My Comm. Exp. 03/18/2000
Qualified to Service this
No. CC548547
 Personally Known Other I.D.