P97000106309

Emery's Health & Fitness, Inc. 1615 E. Linden Avenue Tampa, FL 33604 Telephone (813) 933-8623

December 12, 1997

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL. 32314 100002374731--3 -12/17/97--01049--008 ****131,25 ****131.25

EFFECTIVE PATE

Subject: Emery's Health & Fitness, Inc.

Enclosed please find one original and one copy of the Articles of Incorporation of Emery's Health & Fitness, Inc.

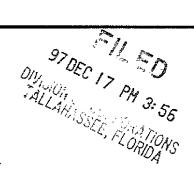
Also find enclosed a check made payable to the SECRETARY OF STATE in the amount of \$131.25, which includes the statutory filing fee, certified copy and certificate. Your assistance is establishing the corporation to be known as Emery's Health & Fitness, Inc., is appreciated.

Respectfully,

Donald J. Emery, Secretary 1615 E. Linden Ave., Tampa, FL. 33604

TOTALLAHASSEE, FLORE TO CORRECT DATE OF THE PROPERTY OF THE PR

ARTICLES OF INCORPORATION OF Emery's Health & Fitness, Inc.



ARTICLE ONE

The name of the Corporation is Emery's Health & Fitness, Inc.

ARTICLE TWO

The period of its duration is perpetual. The effective date shall be 01/01/1998

ARTICLE THREE

The purpose for which the Corporation is organized is to be a personal fitness training service with related services. Additionally the Corporation will provide services and will sell other products as required as well as the transaction of all lawful business for which corporations may be incorporated under The Florida Corporations Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is twenty-five (25) shares of no par value.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money actually received.

ARTICLE SIX

The address of its principle office is 1615 E. Linden Avenue, Tampa Florida 33604. The name of its initial registered agent and his address is Ronald J. Emery, and the address of the initial registered agent is 1615 E. Linden Avenue, Tampa, Florida 33604.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as the director until the first annual meeting of the shareholders or until the successors are elected and qualified is:

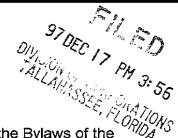
Name:

Mailing Address:

Ronald J. Emery

1615 E. Linden Avenue, Tampa, Florida, 33604

Emery's Health & Fitness, Inc. Articles of Incorporation Page 2 of 2



ARTICLE EIGHT

The Board of Directors is empowered to make, alter, or repeal the Bylaws of the Corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is:

Name:

Mailing Address:

Ronald J. Emery

1615 E. Linden Avenue, Tampa, Florida 33604

Incorporator

ARTICLE TEN

The powers of the incorporator ceases upon filing of the Articles of Incorporation.

ARTICLE ELEVEN

I hereby am familiar with and accept the duties and responsibilities as the registered agent for said Corporation.

Registered Agent

Ronald J. Emery

1615 E. Linden Avenue

Tampa, Florida 33604

State of Florida, County of Pinellas

The foregoing instrument was acknowledged before me

by Ronald J. Emery, personally known to me, on this, the

___13___ day of ___

1997.

RAYMOND PAUL SCHEFFIER IN May Comm Exp. 12/23/49 Bonded By Service Ins No. CC338760

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Licherto.

Witness my hand and seal,