



PROFESSIONAL
HEALTH & FITNESS
SERVICES

Certified
PERSONAL TRAINERS - CPR - AEROBICS
Instructors

*"Your access to the best in exercise
consulting and related services."*

Please Reply To:
800 W. Oakland Pk. Blvd.
Suite 215
Ft. Lauderdale, FL 33311
1-800-264-6575

January 16, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/20/98--01114--008
*****70.00 *****70.00

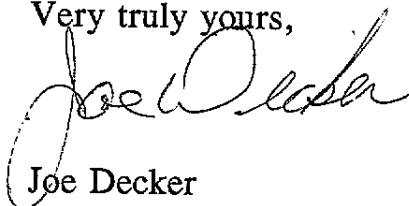
Re: New Corporate Filing.

Dear Division of Corporations:

Please find enclosed an original of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for a new corporation named "Professional Health & Fitness Services, Inc." I have previously confirmed name availability with your office.

Also enclosed is a check for \$70.00, representing the filing fees for the Articles and the Designation. We will call next week to confirm receipt and filing. Thank you for your consideration in this matter.

Very truly yours,


Joe Decker

FILED
98 JAN 20 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc.

1/21/98 - Yum

ARTICLES OF INCORPORATION
OF
PROFESSIONAL HEALTH & FITNESS SERVICES, INC.

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

FILED
98 JAN 20 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is **PROFESSIONAL HEALTH & FITNESS SERVICES, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 800 West Oakland Park Boulevard, Suite 215, Fort Lauderdale, Florida, 33311.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joe Decker, 800 West Oakland Park Boulevard, Suite 215, Fort Lauderdale, Florida, 33311.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Joe Decker, 800 West Oakland Park Boulevard, Suite 215, Fort Lauderdale, Florida, 33311.

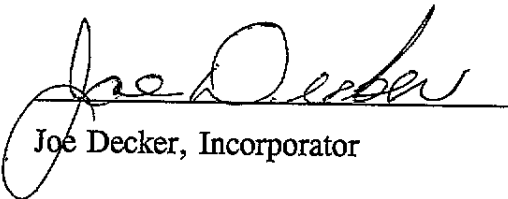
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Joe Decker, 800 West Oakland Park Boulevard, Suite 215, Fort Lauderdale, Florida, 33311.

ARTICLE VII: PURPOSE

The purpose of the corporation is the general purpose to conduct any lawful business.

The undersigned has executed these Articles of Incorporation this 14th day of January, 1988.


Joe Decker, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the above mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida:

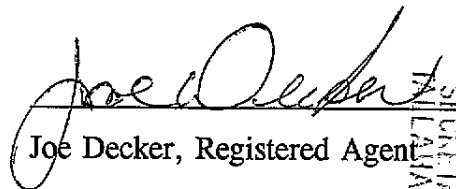
1. The name of the corporation is:

PROFESSIONAL HEALTH & FITNESS SERVICES, INC.

2. The name and street address of the registered agent and registered office is:

**Joe Decker
800 West Oakland Park Boulevard, Suite 215
Fort Lauderdale, Florida, 33311**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.


Joe Decker, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JAN 20 AM 10:59

FILED