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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: PRO PERSONAL TRAINING, INC.

AUDIT NUMBER.....H98000001684

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
PRO PERSONAL TRAINING, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

The name of this Corporation shall be:  
PRO PERSONAL TRAINING, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 5,000 Shares of Common Stock, par value \$1.00 per share.

Prepared by: DiROCCO, DOMBROW & AKERS, P.A.  
3601 W. COMMERCIAL BLVD, SUITE 5  
FT. LAUDERDALE, FL 33309  
(954) 739-1040  
By: ANN STROMQUIST

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be determined by the initial Board of Directors.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of

Florida is: 261 NE 19th Avenue, #11  
Deerfield Beach, Fl. 33441

and the initial registered agent of this Corporation at that address shall be:

Michael G. Manzel

ARTICLE VII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

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ARTICLE VIII

The Directors of this Corporation are:

Michael G. Manzel - Pres. & Sec.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the Board of Directors is:

Michael G. Manzel  
261 NE 19th Ave., #11  
Deerfield Beach, Fl. 33441

ARTICLE X

The name and street address of the person signing these Articles of Incorporation is:

Michael G. Manzel  
261 NE 19th Ave., #11  
Deerfield Beach, Fl. 33441

ARTICLE XI

The street address of the principal place of business is:

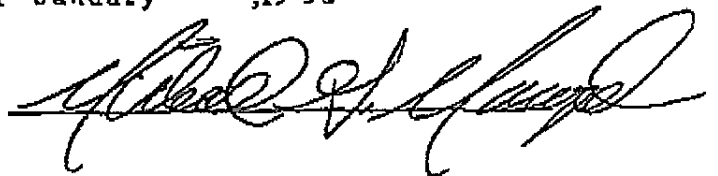
261 NE 19th Ave., #11  
Deerfield Beach, Fl. 33441

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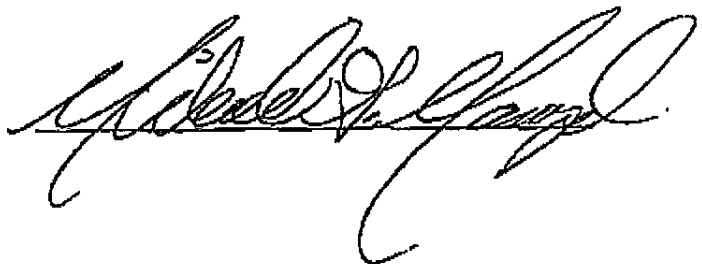
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In Witness Whereof, I have hereunto subscribed my hand and seal

this 23rd day of January, 1998



THE UNDERSIGNED, named as the registered agent in Article VI of these Articles  
of Incorporation hereby consents to act as such registered agent.



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