

P98000018180

Gary M. Williamson Jr.
10135 Twin Lakes Drive
Coral Springs, FL 33071

SECRET FILED
DIVISION OF STATE
CORPORATIONS
99 FEB 24 AM 10:52

February 16, 1998

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


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-02/24/98--01094--002
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Commitment To Fitness, Inc. along with a check in the amount of \$70.00 for filing fee and the designation of Registered Agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,


Gary M. Williamson Jr., President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
COMMITMENT TO FITNESS INC.

In order to form a corporation under the Laws of Florida, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by this Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

COMMITMENT TO FITNESS INC.
(the "Corporation").

II.

The principal office and mailing address shall be:

10135 Twin Lakes Drive

Coral Springs, Florida 33071

The Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

III.

The purposes and objectives of the Corporation, shall be to engage in the sales and services associated with the fitness industry inclusive but not limited to fitness evaluation, fitness training and products or goods associated with maintaining proper fitness levels. These goods and services shall be provided within, but not limited to the State of Florida and shall be managed and maintained in accordance to the laws of the State of Florida.

IV.

The Corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$1.00.

V.

The Corporation shall have perpetual existence.

VI.

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel of the operation and management of any and all businesses owned and operated by the Corporation, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Corporation or a Director or officer of the Corporation, as the case may be.

VII.

The number of members of the first Board of Directors shall be four. The number of members of succeeding Boards of Directors shall be not less than three, or as otherwise provided from time to time by the By-Laws, and they shall be elected by the members of the Corporation at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

VIII.

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The same person may hold two offices, the duties of which are not incompatible; however, that the office of President and Vice President shall not be held by the same person.

IX.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Corporation in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

Gary M. Williamson Jr. 10135 Twin Lakes Drive Coral Springs, Fl 33071	Tracey L. Williamson 10135 Twin Lakes Dr. Coral Springs, Fl 33071	Angel L. Acevedo 11390 SW 56 Street Miami, Fl 33165
		Mirtha C. Acevedo 11390 SW 56 Street Miami, Fl 33165

X.

The Incorporators of this corporation and their respective residence addresses, are set forth below:

Gary M. Williamson Jr. 10135 Twin Lakes Drive Coral Springs, Fl. 33071	Angel L. Acevedo 11390 SW 56 Street Miami, Fl 33165
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XI.

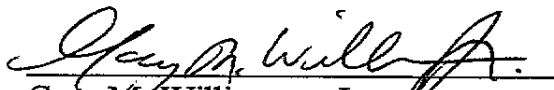
The officers of the Corporation, who shall hold office until their successors are selected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President	Gary M. Williamson Jr.
Vice President	Angel L. Acevedo
Treasurer	Tracey L. Williamson
Secretary	Mirtha C. Acevedo

XII.

The original By-Laws of the Corporation shall be adopted by a majority vote of the Directors of this Corporation at a meeting at which a majority of the Directors is present, and thereafter, the By-Laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Corporation.

IN WITNESS WHEREOF, the Incorporators hereto have hereunto set their hand this 16 day of FEBRUARY, 1998.



Gary M. Williamson Jr.


Angel L. Acevedo

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this 16 day of FEBRUARY, 1998, by GARY M. WILLIAMSON JR. and ANGEL L. ACEVEDO, to me well known and well known to me to be the persons who executed the foregoing instrument and that they executed the same freely and voluntarily for the uses and purposes therein set forth and expressed and who are personally known to me (yes) (no), OR who produced _____ as identification.


Notary Public
State of FLORIDA



Nina Lorigan
My Commission CC572729
Expires Oct. 04, 2000

(seal)

NINA LORIGAN
Typed, stamped or
printed name of notary

My Commission
Expires: Oct. 04, 2000

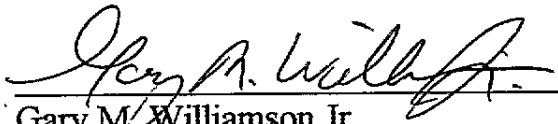
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND
REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, 617.0501 and 617.0503 the following is submitted:

COMMITMENT TO FITNESS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 10135 Twin Lakes Drive, Coral Springs, Florida 33071 as its initial Registered Office, and has named GARY M. WILLIAMSON JR., located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees that the undersigned is familiar with the obligations of the position of Registered Agent.


Gary M. Williamson Jr.
Registered Agent

2/16/98
Date