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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
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	Reinstatement
	Trademark
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FILED
98 MAY 27 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL STAR FITNESS CORP.
a Florida Corporation

FILED
98 MAY 27 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of this corporation is ALL STAR FITNESS CORP.

Article 2 - Mailing Address and Principal Office

The principal office address of this Corporation shall be:

9935 S.W. 214 Street
Miami, Fl. 33189

The principal mailing address of this Corporation shall be:

9935 S.W. 214 Street
Miami, Florida 33189

Article 3 - Duration

The period of its duration is perpetual.

Article 4 - Purpose

The purpose is to engage in the fitness and health services, including foods and nutrition products, as well as in sports medicine services, and all lawful activities.

Article 5 - Capital Stock

The corporate capital shall be \$300.00 with no-par value stock.

Article 6 - Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Luis R. Rovira and the initial registered office of this corporation is 9935 S.W. 214 Street, Miami, Florida 33189.

Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of two members. The initial directors and their address are as follows:

Luis R. Rovira

President/Secretary

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

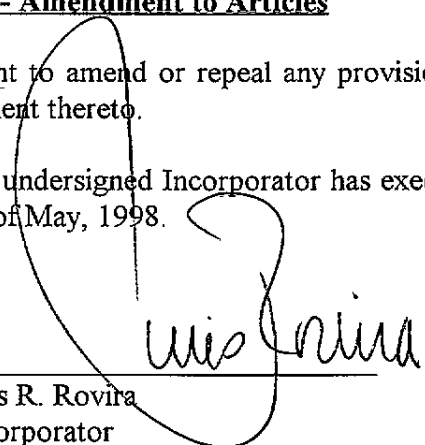
Article 8 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment to Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 7th day of the month of May, 1998.



Luis R. Rovira
Incorporator
9935 S.W. 214 Street
Miami, Fla. 33189

Certificate of Registered Agent

of

ALL STAR FITNESS CORP.

a Florida Corporation

Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That ALL STAR FITNESS CORP. is desiring to organize under the laws of the State of Florida with principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Luis R. Rovira, 9935 S.W. 214 Street, Miami, Fl. 33189 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 7th day of May, 1998.



Luis R. Rovira

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