

7/06/98

FLORIDA DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: POWERHOUSE GYM PALM BEACH, INC.

AUDIT NUMBER.....H98000012489

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

EMPIRE

SUBJECT: POWERHOUSE GYM PALM BEACH, INC.
REF: W98000015353

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 4 director(s), whereas 1 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012489
Letter Number: 698A00036213

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**ARTICLES OF INCORPORATION
OF
POWERHOUSE GYM PALM BEACH, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

POWERHOUSE GYM PALM BEACH, INC.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, each having a \$ 1 par value per share.

Frances Blissett, Esq.
Frances Blissett, P.A.
16211 N.E. 18 Avenue
N. Miami Beach, Florida 33162
Fla Bar #0044921
(305)947-5777

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ARTICLE V. ADDRESS

The street address of the initial registered agent of the corporation shall be 16211 N.E. 18 Avenue, N. Miami Beach, FL 33162 and the name of the initial registered agent of the corporation at the address is Frances Blissett, Esq., who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the directors of this corporation are:

Frank Meincke President/Secretary/ Treasurer/Director
6900 Okeechobee Blvd
W. Palm Beach, Fl 33411

ARTICLE VIII. OFFICERS

The name and address of the officers of the corporation who shall hold office for the first year of the association, or until their successors are elected or appointed are:

Frank Meincke President/Secretary/ Treasurer/Director

The address of the corporation is 6900 Okeechobee Boulevard, West Palm Beach, Florida 33411.

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ARTICLE IX INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:
Frank Meincke, 6900 Okeechobee Boulevard, W. Palm Beach, Florida 33411.

ARTICLE X. ALIENATION OF SHARES

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE XII. DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

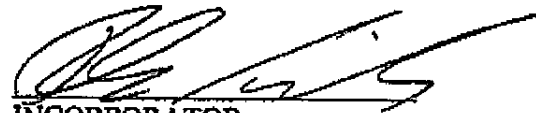
ARTICLE XIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

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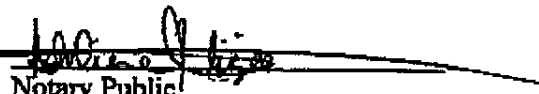

INCORPORATOR

STATE OF FLORIDA)

COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared Frank Meincke, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 6th day of July, 1998.


Notary Public
Arelene Alizee
Printed Name of Notary

My Commission Expires



Arelene Alizee
My Commission CCR07384
Expires December 12, 2000

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

THE UNDERSIGNED hereby notifies that he has accepted the position and agrees to act as Registered Agent for POWERHOUSE GYM PALM BEACH, INC.

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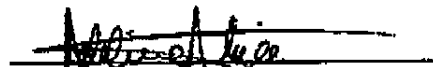
FRANCES BLISSETT

STATE OF FLORIDA)

COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared Frances Blissett, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above this 27 day of July, 1998.



Notary Public

Adeline Alizee
Printed Name of Notary

My Commission Expires



Adeline Alizee
My Commission CC907354
Expires December 12, 2000

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