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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 871908 - 128513A

AUTHORIZATION : Patricia Pujute

COST LIMIT : \$ 70.00

ORDER DATE : June 26, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 871908-005

CUSTOMER NO: 128513A

CUSTOMER: Larry C. Schalles, Cpa  
MR. LARRY C. SCHALLES, CPA

5728 Main Street

Newport Richey, FL 34652

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 PM 3:29

DOMESTIC FILING

NAME: SANDBAR FITNESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION  
OF  
SANDBAR FITNESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SANDBAR FITNESS, INC.

The address of the principal office of this corporation shall be 4364 Commercial Way, Spring Hill, Florida 34606, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5728 Main Street, New Port Richey, Florida 34652, and the name of the initial registered agent of the corporation at that address is Larry C. Schalles, CPA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Jeffrey A. Hameroff

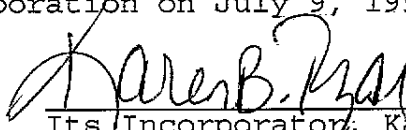
4364 Commercial Way,  
Spring Hill, Florida 34606

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on July 9, 1998.

  
\_\_\_\_\_  
Its Incorporator, Karen B. Rozar

TXP/JANNA WILSON

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

           Schalles, Cpa, an individual residing in this  
state, having a business office identical with the registered  
office of the corporation named below, and having been

the Registered Agent in the above and foregoing  
corporation of:

SANDBAR FITNESS, INC.

Larry C. Schalles, Cpa is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
of Statutes.

By: Larry C. Schalles

Typed Name: Larry C. Schalles, Cpa