

JAMES M. GUEST, P.A.
CERTIFIED PUBLIC ACCOUNTANT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 4, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32319

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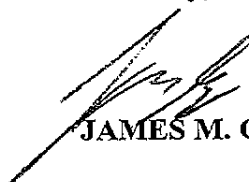
RE: Articles of Incorporation
POWER WORLD FITNESS, INC.

Dear Sir/Madam:

In reference to the above, please find enclosed original and one(1) copy of Articles of Incorporation to be filed with the Secretary of State, State of Florida. Also, enclosed is my check in the amount of \$131.25 which represents \$35.00 for filing fee, \$35.00 for Registered Agent Fee, \$52.50 for Certified Copy and \$8.75 for Certificate of Status. Please return the Certified copy of the Articles of Incorporation .

If you have any questions, please feel free to contact me.

Sincerely,



JAMES M. GUEST, CPA

JMG/nsb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POWER WORLD FITNESS, INC.

We, the undersigned, as proper persons acting as incorporators of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is: **POWER WORLD FITNESS, INC.**

ARTICLE II
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of the Corporation is : The general nature of the business is to be transacted by this Corporation is to engage in any all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of authorized shares of this Corporation is: One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED AGENT

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JAMES M. GUEST, CPA, P.A.
15600 S.W. 288TH STREET
SUITE 310
HOMESTEAD, FL. 33033

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the Corporation is ONE, and the name and address of the person who is to serve as Director until the first

annual meeting of shareholders or until his successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
LINDA BROWER	15600 S.W. 288TH STREET SUITE 310 HOMESTEAD, FL. 33033

ARTICLE VIII **INCORPORATOR**

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
LINDA BROWER	15600 S.W. 288TH STREET SUITE 310 HOMESTEAD, FL. 33033

ARTICLE IX **INITIAL OFFICERS**

The person or persons named below as Initial Officers shall hold their respective office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

PRESIDENT	CESAR GARCIA
VICE PRESIDENT	RICHARD BROWER
TREASURER	LINDA BROWER
SECRETARY	LINDA BROWER

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation, this 4th day of Nov., 1998.

Linda Brower
LINDA BROWER, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI DADE)

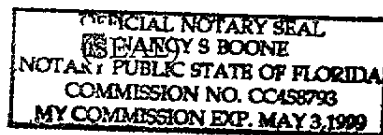
BEFORE ME, a Notary Public, personally appeared, LINDA BROWER, to me known to
be the person described as Incorporator and who executed the foregoing Articles of
Incorporation.

WITNESS my hand and official seal in Miami-Dade County, Florida, this 4th
day of Nov., 1998.

Nancy S. Boone
NOTARY PUBLIC, State of Florida

My Commission expires:

May 3, 1999



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance
with said Act:

That Power World Fitness, Inc. Inc. desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation at Homestead,
County of Miami Dade, State of Florida, has appointed JAMES M. GUEST, CPA, P.A., 15600
S. W. 288TH Street, Suite 310, Homestead, County of Miami Dade, State of Florida, as its agent
to accept service of process within the State.

ACKNOWLEDGMENT

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

Dated this 4th day of Nov., 1998.



JAMES M. GUEST