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Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

AMERIGYM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

12/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

EMPIRE

SUBJECT: AMERIGYM, INC.
REF: W98000028721

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 VI states there will be THREE director(s), whereas ONE is/are listed.

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Sharon Davis
Document Specialist Supervisor

FAX Aud. #: E98000023950
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ARTICLES OF INCORPORATION

98 DEC 23 AM 7:45

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERIGYM, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is AMERIGYM, INC. and the principal address shall be 5930 Southwest 16 Street. Miami, Florida 33155

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

William J. Sanchez
10621 N. Kendall Drive
Suite 211
Miami, FL 33176
(305) 598-6577

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5930 Southwest 16 Street, Miami, Florida 33155 and the name of the initial registered agent of this corporation is Jeffrey O'Neil.

Article VI

DIRECTORS

- (a) Number. This corporation shall have ONE (1) director initially. The number of directors may have increased or diminished from time to time by the by-laws, but shall never be less than one.

- (b) Initial Directors. The name and street of the directors of the corporation are:

NAME	ADDRESS
Jeffrey T. O'Neil President	5930 Southwest 16 Street Miami, Florida 33155

- (c) Compensation: The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.
- (d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

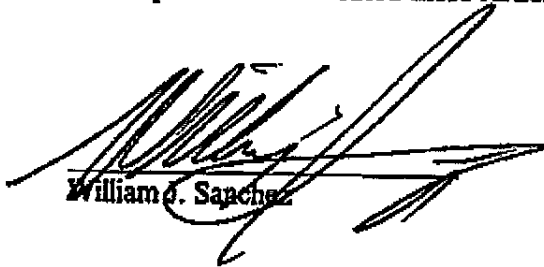
William J. Sanchez
10621 N. Kendall Drive
Suite 211
Miami, FL 33176

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles this 22
day of December, 1998.


William J. Sanchez

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State of Florida →
) SS
Country of Dade)

The following instrument was acknowledged and personally known before me this
12 day of December, 1998.


Notary Public, State of Florida

Identification Produced:

Personally Known

My commission expires:



Alexander G. Cubas
My Commission CC673359
Expires Jul. 29, 2000


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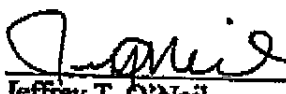
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted. Amerigym, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at 5930 Southwest 16 Street, has named Jeffrey T. O'Neil, located at 5930 Southwest 16 Street, Miami, Florida 33155, as its agent and accept service of process within Florida.

Incorporator:


Jeffrey T. O'Neil
Date: 12/5/98

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jeffrey T. O'Neil
Date: 12/5/98

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TALLAHASSEE, FLORIDA

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