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 99 JAN 21 AM 9:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FLEX WORLD GYM, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
FLEX WORLD GYM, INC.

ARTICLE I - Name

The name of the corporation is:
FLEX WORLD GYM, INC.

ARTICLE II - Nature of Business

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

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered & Principal Office Agent

The street address of this initial registered and principal office of this corporation is 5480 Palm Avenue, Hialeah, FL 33012 and the name of the initial registered agent of this corporation at that address is MARIA DEL CARMEN REYES.

This Instrument Prepared By:
William A. Chiara, Jr.
Attorney at Law
4701 West 4th Avenue
Hialeah, FL 33012 (305) 557-2577
Bar No. 133492

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TALLAHASSEE, FLORIDA

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ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is:

MARIA DEL CARMEN REYES 5480 Palm Avenue, Hialeah, FL 33012
RAMIRO RODRIGUEZ 5480 Palm Avenue, Hialeah, FL 33012

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: MARIA DEL CARMEN REYES
5480 Palm Avenue
Hialeah, FL 33012
VICE-PRES: RAMIRO RODRIGUEZ
5480 Palm Avenue
Hialeah, FL 33012
TREASURER: MARIA DEL CARMEN REYES
5480 Palm Avenue
Hialeah, FL 33012
SECRETARY: RAMIRO RODRIGUEZ
5480 Palm Avenue
Hialeah, FL 33012

ARTICLE VIII - Incorporator

The names and addresses of the persons signing these articles are: MARIA DEL CARMEN REYES and RAMIRO RODRIGUEZ, 5480 Palm Avenue, Hialeah, FL 33012.

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ARTICLE IX - Distribution

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock which they agree to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
MARIA DEL CARMEN REYES	5480 Palm Avenue Hialeah, FL 33012	250
RAMIRO RODRIGUEZ	5480 Palm Avenue Hialeah, FL 33012	250

ARTICLE X - Effective Date

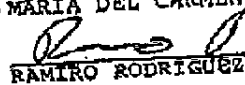
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of January, 1999.


MARIA DEL CARMEN REYES


RAMIRO RODRIGUEZ

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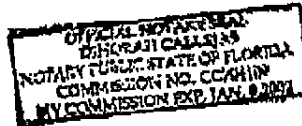
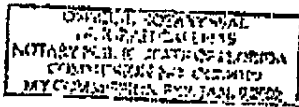
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

The foregoing instrument was acknowledged before me this 20
day of January, 1999 by MARIA DEL CARMEN REYES and RAMIRO
RODRIGUEZ, who are personally known to me, or who have produced
the following type of identification FLORIDA DRIVER'S LICENSE
and who did did not take an oath.

[Signature]
NOTARY PUBLIC

My Commission Expires:



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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 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT "FLEX WORLD GYM, INC."

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Hialeah
STATE OF Florida, HAS NAMED MARIA DEL CARMEN REYES
LOCATED AT 5480 Palm Avenue CITY OF Hialeah STATE OF
FLORIDA, 33012 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

Maria del Reyes
MARIA DEL CARMEN REYES

TITLE

President

DATE

January 20, 1999

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.

SIGNATURE

Maria del Reyes
MARIA DEL CARMEN REYES
(RESIDENT AGENT)

DATE

January 20, 1999

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