

TOMMY E. McPHERSON

ATTORNEY AT LAW

601 NEW WARRINGTON ROAD - PENSACOLA, FLA. 32506
TELEPHONE 453-9549 AREA CODE 904 FAX 453-9250

December 11, 1998

Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

200002746582--0
-01/19/99--01134--007
****122.50 *****78.75

RE: Perdido Health & Fitness, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for Perdido Heath & Fitness, INC., and our check in the amount of \$122.50 computed as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Registered Agent Designation.....	\$35.00

Please certify the copy of the articles and return it to our office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson
Tommy E. McPherson

TEM/sc
Enclosures

FILED
99 JAN 19 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 25 1999

**ARTICLES OF INCORPORATION
OF
PENSACOLA HEATH & FITNESS, INC.**

FILED
99 JAN 19 PM 2:54
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE ONE

The name of the corporation is PERDIDO HEALTH & FITNESS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To provide health and fitness services and sales of health aides.
2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue Sixty (60) shares of common stock.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class of series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

ARTICLE SIX

The street address of the initial registered office of the corporation is 14110 Perdido Key Drive, Unit K, Pensacola, FL 32507, and the name of its initial registered agent at such address is WILLIAM R. JAMES. The mailing address is the same.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is (2) Two. The name and address of the person who is to serve as the initial director is:

WILLIAM R. JAMES
President

5731 Bauer Rd.
Pensacola, FL 32507

ARTICLE EIGHT

The name and address of the incorporators are:

WILLIAM R. JAMES
President

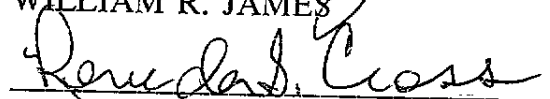
5731 Bauer Rd.
Pensacola, FL 32507

RENEDA S. CROSS
Secretary/Treasure

5060 Shoshone Drive
Pensacola, FL 32507

Executed by the undersigned at Pensacola, Escambia County, Florida, on this 5TH day of January, 1999.


WILLIAM R. JAMES


RENEDA S. CROSS

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared WILLIAM R. JAMES and RENEDA S. CROSS, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 5TH day of January, 1999.



Cynthia J. Gordon
NOTARY PUBLIC
My Commission Expires: 12-04-00

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 14110 Perdido Key Drive, Unit K, Pensacola, FL 32506. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 5TH day of January, 1999.

William R. James
RESIDENT AGENT

FILED
99 JAN 19 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA