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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 12:36

March 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-03/29/99--01041--004
*****70.00 *****70.00

SUBJECT: Body Dynamics USA of Florida, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 FROM:

Ronald L. Buschbom
15820 Shamrock Dr.
Ft. Myers, Fl. 33912
(941) 437-4860

Sincerely yours,


RONALD L. BUSCHBOM

rlb/MB
eNCL.

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ARTICLES OF INCORPORATION OF
BODY DYNAMICS USA OF FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE
NAME

The name of the corporation is Body Dynamics USA of Florida, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of corporation is 15820 Shamrock Dr., Fort Myers, Fl., 33912.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of Physical Fitness and Body Building.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$10.00 per share. Each shareholder of the corporation shall have the right to purchase a pro-rata portion of any stock the corporation may issue in the future.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 15820 Shamrock Dr., Fort Myers, Fla., 33912, and the name of its initial registered agent at such address is Ronald L. Buschbom.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Ronald L. Buschbom	15820 Shamrock Dr. Fort Myers, Fl. 33912
Alan Honywell	Torrington House 2 North Road East Plymouth PL4 6AU England

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME

Ronald L. Buschbom

ADDRESS

15820 Shamrock Dr.
Ft. Myers, Fl. 33912

Executed by the undersigned at Ft. Myers, Fl. on this
23rd day of March, 1999.

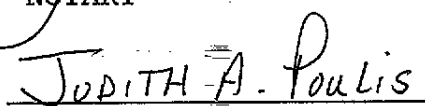

RONALD L. BUSCHBOM

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, the undersigned authority, personally
appeared Ronald L. Buschbom, personally known to me and
who acknowledged to me that he executed the above Articles
of Incorporation for the purposes set forth therein as his
own act and day this 23rd day of March, 1999.

My commission expires:


NOTARY
JUDITH A. POULIS
Print Name

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

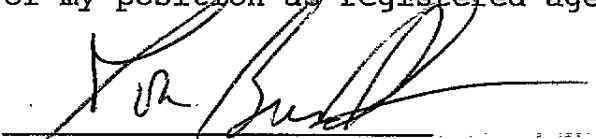
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Body Dynamics USA of Florida, Inc.

2. The name and address of the registered agent and office is:

Ronald L. Buschbom
15820 Shamrock Dr.
Ft. Myers, Fl. 33912

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further comply with the provisions of all statutes relating to the proper and complete performance of my position as registered agent.


RONALD L. BUSCHBOM

3/23/99
DATE

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL