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DIVISION OF CORPORATIONS

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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : J.H. ACCOUNTING SERVICES, INC.
Account Number : 119990000041
Phone : (941)923-0964
Fax Number : (941)925-4874

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FITNESS CONNECTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Handwritten: M. Post
8/7/01
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FITNESS CONNECTIONS, INC.

The name of this Corporation is FITNESS CONNECTIONS, INC. These Amended and Restated Articles of Incorporation were approved and duly adopted by the Board of Directors of this Corporation on January 2, 2001, pursuant to Section 607.1007, Florida Statutes, as amended. Amendments to the original Articles of Incorporation of this Corporation as included herein have been adopted pursuant to Section 607.1006, Florida Statutes, as amended. All provisions of these Amended and Restated Articles of Incorporation constitute amendments, duly adopted in such manner, to the original Articles of Incorporation which shall, by the terms of adoption of these Amended and Restated Articles of Incorporation, be repealed and replaced in their entirety upon the filing of these Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation shall be Fitness Connections, Inc.

SECOND: The address of the initial registered office of the corporation is 5777 Beneva Road South, Sarasota, Florida 34233, County of Sarasota. The name of the registered agent located at said address is Daniel L. Prewett.

THIRD: The principal address of the corporation is 5763 Beneva Road South, Sarasota, FL 34233.

FOURTH: The purpose for which this corporation is organized shall be to engage in the business of fitness instruction, sale of fitness products, and management of fitness facilities. The corporation may engage in any other transaction or business permitted under the laws of the United States and of this State.

FIFTH: The total authorized stock of this corporation is divided into 500,000 shares of no par value.

SIXTH: The initial number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

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Daniel Prewett, 5777 Beneva Road South, Sarasota, Florida 34233
Allan Scott, 5777 Beneva Road South, Sarasota, Florida 34233
Kristine Havell, 5777 Beneva Road South, Sarasota, Florida 34233
Elizabeth George, 5777 Beneva Road South, Sarasota, Florida 34233

The Board may be expanded to nine directors upon majority vote of the existing directors.


SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the person who is to act as incorporator(s) are as follows:

Daniel L. Prewett 5777 Beneva Road South, Sarasota FL 34233


NINTH: The amendments to the original Articles of Incorporation of this Corporation, included herein, have been adopted by the Board of Directors of the Corporation and the holders of a majority of all of the outstanding Common Stock of this Corporation, which is a sufficient number for approval, pursuant to Chapter 607.1007, Florida Statutes, as amended effective March 15, 1999.


WITNESS my hand and seal at Sarasota, Florida this 7th day of August, 2001.


Daniel L. Prewett, President

State of Florida
County of Sarasota

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of August, 2001, by Daniel L. Prewett, President.

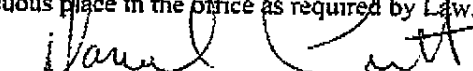
 Susan M. O'Brien
My Commission CC#43563
Expires June 26 2004


Notary Public

STATE OF FLORIDA DEPARTMENT OF STATE

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

I agree as Resident Agent to accept Service of Process; to keep an office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.


Daniel L. Prewett, Registered Agent

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