

Mail Stop 3561

January 11, 2007

Ngai Keung Luk  
Chairman and Chief Executive Officer  
Physical Spa & Fitness Inc.  
No. 1 Matheson Street  
40/F, Tower One, Times Square  
Causeway Bay, Hong Kong

**Re: Physical Spa & Fitness Inc.  
Amendment No. 1 to Schedule 14C Information  
Filed January 8, 2007  
File No. 000-26573**

Dear Mr. Luk:

We have reviewed your responses to the comments in our letter dated December 24, 2006 and have the following additional comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Introduction, page 5

1. Noting your response to our prior comment 7, please disclose in the Introduction that Mr. Luk proposed the share exchange, that no other restructuring plans were prepared or considered, and that no others bids were sought related to the spa and fitness business.

Market for Common Stock and Related Matters, page 16

2. For purposes of consistency, please revise the table to disclose the information for the months of October, November, and December of 2006, and January of 2007.

Security Ownership of Certain Beneficial Owners and Management, page 26

3. We note your response to our prior comment 5 and reissue in part. Please confirm that the number of shares outstanding in footnote 2 includes the shares awarded under the 2006 Non-Qualified Employee Stock Compensation Plan as referenced on page 17 or revise accordingly.
4. Also, given that the Pledge Agreement seems ambiguous as to who has the right to vote the 1,500,000 shares pledged absent a default on the loan, please provide your legal support or analysis for determining that Mr. Luk retains the right under California law.

Reasons for the Share Exchange Agreement and Disposal Agreement, page 28

5. Please disclose whether in assessing the transaction the Board considered the fact that no other restructuring plans were prepared or considered.

Opinion of Financial Advisor, page 30

6. Please revise to include the basis for the assumptions you have provided to us.
7. We note your response to our prior comment 11. Please tell us to what extent the proxy companies were representative of Good Partner Limited, such as how they compared in regards to the number, size, and type of properties, as well as the particular property locations within Hong Kong.

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As appropriate, please amend your filing in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that they have provided all information investors require for an informed investment decision. Since the company and its management are

in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the Company acknowledging that:  
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- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

Please contact John Stickel at (202) 551-3324 with any questions. If you need further assistance, you may contact me at (202) 551-3755.

Regards,

Max A. Webb  
Assistant Director

cc: Via Facsimile (704) 895-1528  
Harold Martin  
Martin & Pritchett, P.A.  
17115 Kenton Place, Suite 202A  
Cornelius, NC 28031