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TRANSMITTAL LETTER

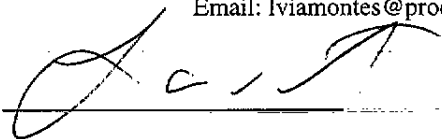
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: eFIT Software, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50. Please send me a Certificate of Incorporation.

FROM: Louis A. Viamontes, M.D.
5799 S.E. Ault, Ave.
Stuart, Fl. 34997
Tel: (561) 220-9780
Fax: (561) 220-7918
Email: lviamontes@prodigy.net

Sincerely,



FILED
00 JAN 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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K. Rolfe JAN 18 2000

W99-28281

CERTIFICATE OF INCORPORATION
OF
eFIT Software, Inc.

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00 JAN 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First, the name of the Corporation is eFIT Software, Inc.

Second, its registered office in the State of Florida is to be located at 5799 S.E. Ault Ave. in the city of Stuart, County of Martin.

Third, the registered agent is Louis A. Viamontes, M.D., and the registered agent's address is: Louis A. Viamontes, M.D.
5799 S.E. Ault Ave.
Stuart, Fl. 34997
Tel: (561) 220-9780
Fax: (561) 220-7918
Email: lviamontes@prodigy.net

Fourth, the nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the general Corporation Law of Florida."

Fifth, the corporation shall have the authority to issue two classes of stock. the classification and par value of each share of stock shall be as follows:
1,000 Shares of Common stock, each share to have a Par Value of \$0.10 per share Par Value, designated as Class A Common Stock; and 1000 shares of Preferred Stock with a Par Value of \$0.10 each share, designated as Class B Preferred Stock. The holder of Class A Preferred Stock shall be allowed one vote per share of Class A Preferred Stock at the time of Corporate elections. The holder of Class B Common Stock shall not be allowed to vote during Corporate elections unless he also holds Class A Preferred Stock. Said preferred and common stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

Sixth, the name and mailing address of the incorporator is as follows:

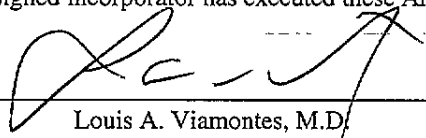
NAME	POST OFFICE ADDRESS
Louis A. Viamontes, M.D.	5799 S.E. Ault Ave. Stuart, Fl. 34997

Seventh, the Name and Address of the Corporation is as follows:

NAME	OFFICE ADDRESS
eFIT Software, Inc.	5799 S.E. Ault Ave. Stuart, Fl 34997

The undersigned incorporator has executed these Articles of Incorporation this 13th day of December, 1999.

Signature: _____



Louis A. Viamontes, M.D.
5799 S.E. Ault Ave.
Stuart, Fl. 34997

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

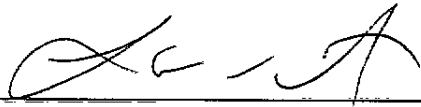
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement designating the Registered office/Registered Agent, in the State of Florida.

1. The name of the Corporation is: eFIT Software, Inc.
2. The name and address of the registered agent and office is:
Louis A. Viamontes, M.D.
5799 S.E. Ault Ave.
Stuart, Fl. 34997
Tel: (561) 220-9780
Fax: (561) 220-7918

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 agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____



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TALLAHASSEE, FLORIDA