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96 OCT 11 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSELTA, GERLICK, & FENLASON
POST OFFICE BOX 47
LAKE WORTH, FL. 33460

SECRETARY OF STATE
CORPORATION RECORDS BUREAU
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

100001972121
-10/11/96--011u4--003
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

PLEASE SEE ENCLOSED ORIGINAL AND COPY OF ARTICLES OF
INCORPORATION FOR: Advanced Fitness
Technologies, Inc.

ALSO, ENCLOSED IS CHECK IN THE AMOUNT OF \$70.00 TO COVER THE
FILING FEES OF \$35.00 AND REGISTERED AGENT DESIGNATION FEES OF
\$35.00.

IF THERE ARE ANY QUESTIONS REGARDING THIS CORPORATION PLEASE
CONTACT OUR OFFICE AT THE NUMBER LISTED BELOW.

THANK YOU.

SINCERELY,

W96-21793
703

JOHN D. FENLASON
PRESIDENT
407/582-5129

JF/sf

Suzanne Fenlason GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VII
DATE 10-15-96
DOC. EXAM KH

KH
10-15-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1996

ASSELTA, GERLICK, & FENLASON
ATTN: JOHN D. FENLASON
POST OFFICE BOX 47
LAKE WORTH, FL 33460

SUBJECT: ADVANCED FITNESS TECHNOLOGIES, INC.
Ref. Number: W96000021793

We have received your document for ADVANCED FITNESS TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Article VII states there will be ONE (1) director(s), whereas TWO (2) is/are listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 596A00046734

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I NAME

The name of this corporation shall be as follows:

ADVANCED FITNESS TECHNOLOGIES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

106 PALOMINO DRIVE
JUPITER, FL 33458

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director (s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of and addresses of the initial Director(s) of the Corporation are:

GARY PAPINEAU
106 PALOMINO DRIVE
JUPITER, FL 33458

KAREN CASCARDI
106 PALOMINO DRIVE
JUPITER, FL 33458

ARTICLE VIII INCORPORATOR

The name(s) and addresse(s) of the Incorporators:

GARY PAPINEAU
106 PALOMINO DRIVE
JUPITER, FL 33458

KAREN CASCARDI
106 PALOMINO DRIVE
JUPITER, FL 33458

ARTICLE IX BY-LAWS

The power to adopt, alter, ammend, or repeal by-laws shall be vested in the Board of Director and shareholders.

ARTICLE X AMMENDMENTS

This corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any ammendments to them, and any right conferred upon the shareholder is subject to this reservation.

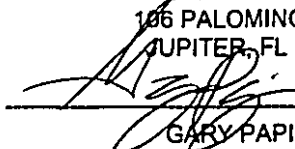
ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

GARY PAPINEAU
106 PALOMINO DRIVE
JUPITER, FL 33458



GARY PAPINEAU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on SEPTEMBER 23, 1996 for the purpose of forming this Corporation under the laws of the State of Florida, and hereto make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


GARY PAPINEAU


KAREN CASCARDI