

01/10/97

NO.370 001

1/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:25 PM

((H97000000627 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TO BE FIT, INC.

AUDIT NUMBER.....H97000000627

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED

97 JAN 13 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 JAN 13 AM 11:30
TALLAHASSEE, FLORIDA

1/10/97
1/10/97

01/10/97 17:41
FROM BRITO&BRITO 5347534

01-10-97 03:48PM TO 5929591

NO. 370 D02
011 P.2/4

H97000000627

**ARTICLE OF INCORPORATION
OF
So Be Fit, Inc.**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER
THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION . So Be Fit, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH Whole sale Fitness Equipment
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT,
AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE
ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE
FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY
OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 1000 SHARES . SUCH SHARES SHALL BE OF A SINGLE
CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

Prepared by Brito & Brito Accounting, Inc.

407 Lincoln Road suite 5B

Miami Beach, Florida 33139

(305) 534-9292

97 JAN 13 PM 11:30
FILED
TALLAHASSEE, FLORIDA

H97000000627

01/10/97 17:41
FROM BRITO&BRITO 5347534

01-10-97 03:41PM TO 5829591

NO. 370 D03
#31 P.3/4

H97000000627

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : Luis G. Brito 407 Lincoln Rd Suite S-8 Miami Beach, FL 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS One(1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Kathryn E. Evans 540 Brickell Key Drive # 211 Miami, FL 33131
SECRETARY Kathryn E. Evans
TREASURER Kathryn E. Evans
VICE-PRE. Kathryn E. Evans

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:
Kathryn E. Evans I WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS
8 DAY OF January 1997


INCORPORATOR
Kathryn E. Evans

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Kathryn E. Evans KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

H97000000627

01/10/97 17:41
FROM BRITO&BRITO 5347534

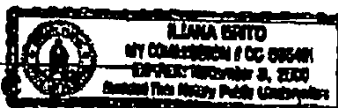
01-10-97 03:41PM to 5929591

NO. 370 004
011 P.4/4

H97000000627

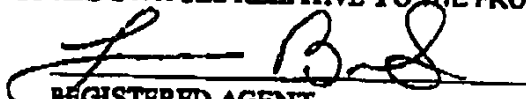
INCORPORATION.
IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 8 DAY OF January 1997.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES



ACCEPTANCE BY REGISTERED AGENT

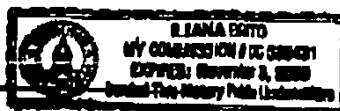
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.


REGISTERED AGENT
Luis G. Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
Luis G. Brito, KNOW TO BE AND KNOW BY ME TO
EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON
8 DAY OF January 1997.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES



H97000000627