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COLIN JORDAN
1235 PRIMROSE ROAD
VENICE, FLORIDA 34293
941-493-0751

January 26, 1998

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*****70.00 *****70.00

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

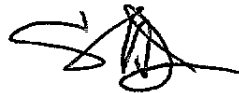
RE: Tactical Teamwork and Fitness, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation of Tactical Teamwork and Fitness, Inc. Also enclosed is a check in the amount of \$70.00 to cover the amount of the filing fee.

Please contact me if require any further information.

Sincerely,



Colin Jordan

FILED
98 MAR -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 4 1998

**ARTICLES OF INCORPORATION
OF
TACTICAL TEAMWORK AND FITNESS, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Tactical Teamwork and Fitness, Inc.

2. Principal Office. The principal office of the Corporation is:

1235 Primrose Road
Venice, Florida 34293

3. Mailing Address. The mailing address of the Corporation is:

1235 Primrose Road
Venice, Florida 34293

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Colin Jordan
1235 Primrose Road
Venice, Florida 34293

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Colin Jordan
1235 Primrose Road
Venice, Florida 34293

Dated this 26th day of January, 1998.



Colin Jordan
Incorporator and Registered Agent

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98 MAR -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA