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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NATIONAL COUNCIL OF STRENGTH & FITNESS CERTI
AUDIT NUMBER.....H98000012598
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
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F. GHESSER JUL 8 1998

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National Council of Strength & Fitness Corporation
P.O. Box 557486
Miami, FL 33255
(305) 598-8882

July 7, 1998

FILED
98 JUL -8 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: NATIONAL COUNCIL OF STRENGTH & FITNESS CERTIFYING
AGENCY, INC.

Dear Sir/Madam:


I am President of National Council of Strength & Fitness Corporation and have no objection to the formation of the above-referenced corporation, National Council of Strength & Fitness Certifying Agency, Inc.

If you have any questions, please do not hesitate to contact me at (305) 598-8882.

Very truly yours,

NATIONAL COUNCIL OF STRENGTH & FITNESS CORPORATION

By


Brian Biagioli, President

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ARTICLES OF INCORPORATION

OF

NATIONAL COUNCIL OF STRENGTH & FITNESS
CERTIFYING AGENCY, INC.
a Not-For-Profit Corporation

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associates myself for the purposes of becoming a corporation, under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, and liabilities of a corporation not-for-profit in accordance with Chapter 617, of the Florida Statutes, as last amended.

ARTICLE ONE

The name of this corporation shall be:

NATIONAL COUNCIL OF STRENGTH & FITNESS
CERTIFYING AGENCY, INC.
a Not-for-Profit Corporation

ARTICLE TWO

The principal office and/or mailing address of the corporation is:

P.O. Box 557486
Miami, Florida 33255

THIS DOCUMENT PREPARED BY:
JERRY GREEN, ESQUIRE
JERRY GREEN, P.A.
9200 South Dadeland Blvd.
Suite 617
Miami, FL 33156
(305) 670-8206
F.B.N. 162282

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ARTICLE THREE

Said corporation is organized exclusively for the promotion of educational development, exploration, and advancement in competency certification for practitioners who provide fitness training as well as providing continuing education after certification. In addition no part of the net earnings of the corporation will inure to the benefit of any director or member of the advisory board and no substantial part of the activities of said corporation will be for carrying on propaganda, or otherwise attempting to influence legislation, and which corporation will not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE FOUR

The Board of Directors shall be composed of at least three (3) persons. The number, term of office and classification of directors shall be as may be determined from time to time by a two-third (2/3) vote of the entire membership of the Advisory Board taken at a meeting called for that purpose. Directors shall be elected by a majority vote of the

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members of the Advisory Board at the annual meeting of the members or at a special meeting held for that purpose. A director shall hold office for the term for which he has been elected and until his successor has been elected and has been qualified or until he resigns or is removed.

ARTICLE FIVE


The Registered Agent of this corporation shall be Jerry Green, and the registered office of this corporation shall be 9200 South Dadeland Boulevard, Suite 617, Miami, Florida 33156.

ARTICLE SIX

The name and address of the Incorporator is as follows:

JERRY GREEN
9200 South Dadeland Boulevard
Suite 617
Miami, Florida 33156

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 7 day of July, 1998.


JERRY GREEN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE SERVED**

NATIONAL COUNCIL OF STRENGTH & FITNESS CERTIFYING AGENCY, INC.,
desiring to organize or qualify under the laws of the State of Florida, with its principal place
of business at 9200 South Dadeland Boulevard, Suite 617, Miami, Florida 33156, has named
JERRY GREEN located at 9200 South Dadeland Boulevard, Suite 617, Miami, Florida
33156, as its agent to accept Service of Process within the State of Florida.



JERRY GREEN

Dated: July 7, 1998

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98 JUL -8 AM 8:12
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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



JERRY GREEN

Dated: July 7, 1998

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