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March 20, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 MAR 23 PM 5:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
Fit's In Personal Training Center, Inc.

000003182290--1
-03/23/00--01129--001
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the following:

1. Original executed Articles of Incorporation of Fit's In Personal Training Center, Inc.;
2. Our firm's check in the amount of \$78.75 made payable to Secretary of State representing the fee for filing same with the Secretary of State; and
3. A self addressed stamped envelope for the return of said filed Articles of Incorporation.

Should you have any questions regarding this matter, please contact me.

Very truly yours,


Michael W. Simon

MWS:mmm
Enclosures
cc: Marcy Morrison
G:\Clients\Morrison\Secretary of State.doc

JK 3/28

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIT'S IN PERSONAL TRAINING CENTER, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FIT'S IN PERSONAL TRAINING CENTER, INC.

The address of the principal office of this corporation shall be 1705 South Federal Highway, Suite A-3, Delray Beach, Florida 33483, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 1705 S. Federal Highway, Suite A-3, Delray Beach, Florida 33483 and the name of the initial registered agent of the corporation at that address is Marcy Morrison.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ONE (1) director, initially. The name and street address of the initial member of the Board of Directors is:

Marcy Morrison
1705 S. Federal Highway Suite A-3
Delray Beach, FL 33483

ARTICLE VII. OFFICERS

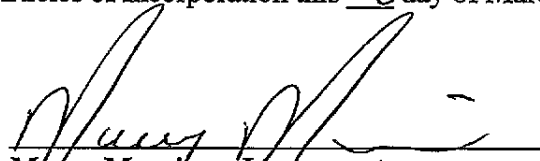
The corporation shall have one (1) officer initially. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

President/Secretary/Treasurer: Marcy Morrison
1705 S. Federal Highway, Suite A-3
Delray Beach, FL 33483

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Marcy Morrison, 1705 S. Federal Highway, Suite A-3, Delray Beach, Florida 33483.

The undersigned has executed these Articles of Incorporation this 20 day of March, 2000.

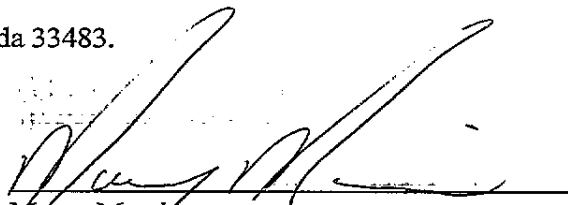

Marcy Morrison, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

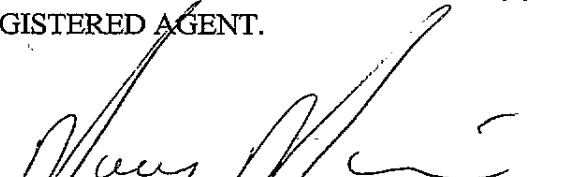
1. The name of the corporation is: **FIT'S IN PERSONAL TRAINING CENTER, INC.**
2. The name and address of the registered agent and office is: Marcy Morrison, 1705 S. Federal Highway, Suite A-3, Delray Beach, Florida 33483.

March 20, 2000.


Marcy Morrison

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.

March 20, 2000.


Marcy Morrison

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TALLAHASSEE, FLORIDA