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Sharon A. Porter
4100 Crystal Lake Drive - #403
Pompano Beach, Florida 33064
(954) 782-9832

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*****78.75 *****78.75

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

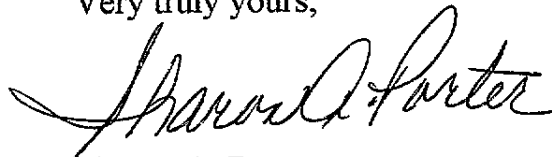
March 29, 2000

Gentlemen:

Please find enclosed Articles of Incorporation for FITPORT CONSULTING, INC.
and check in the amount of \$78.75 payable to Florida Division of Corporations as
its fee for filing these Articles on my behalf.

Thank you in advance for your consideration in this matter.

Very truly yours,



Sharon A. Porter
President

Enc.

FILED
00 MAR 29 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION
OF
FITPORT CONSULTING, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is: FITPORT CONSULTING, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States of America.

ARTICLE IV

The corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at Five dollars par value.

ARTICLE V

The address of its initial registered office of the corporation is 4100 Crystal lake Drive - #403, Pompano Beach, Florida 33064, and the name of its registered agent is Sharon A. Porter at the same address. The Principal address is the same.

ARTICLE VI

The number of directors constituting its initial board of directors is one, whose name and address is:

Sharon A. Porter
4100 Crystal Lake Dr., #403
Pompano Beach, Florida 33064

ARTICLE VIII

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

ARTICLE IX

Unless otherwise provided in the corporation's bylaws, no shares of the common stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

FILED
00 MAR 29 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FITPORT CONSULTING, INC.**

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of March, 2000.


SHARON A. PORTER


STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Sharon A. Porter, who to me is well known to be the person described in and who subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS HEREOF, I have hereunto set my hand and seal at Pompano Beach in said county and state this 28th day of March, 2000.

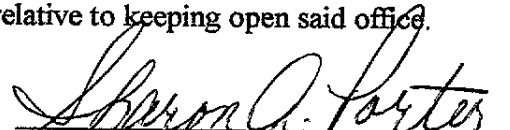

NOTARY PUBLIC

My Commission Expires

ACKNOWLEDGEMENT



Having been named to accept service of process for this corporation at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


SHARON A. PORTER