

P00000109959
Dreslin Financial Services

Certified Public Accountants

13100 Park Blvd., Suite C

Seminole, Florida 33776

(727) 393-7439

FILED
00 NOV 27 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 21, 2000

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

500003476515---1
-11/27/00-01137-018
*****78.75 *****78.75

Re: Elite Fitness Productions, Inc.

Please process the enclosed articles of incorporation, and registered agent designation for Elite Fitness Productions, Inc.

Enclosed is check #11015 for the appropriate filing fees, as well as the fee to receive a certified copy.

Please forward all documents to:

Dreslin Financial Services, Inc.
13100 Park Blvd., Suite C
Seminole, Florida 33776

We appreciate your attention to this matter.

Sincerely

David G. Dreslin

CB 11-29

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, Competent to Contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

CORPORATE NAME

The name of the corporation is:

Elite Fitness Productions, Inc.

ARTICLE TWO

DURATION

The corporation shall exist perpetually unless dissolved under Florida law.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00), which shall be voting stock shares.

ARTICLE FIVE

COMMENCEMENT OF BUSINESS

The Corporation will not begin business activity until it has received the value of the shares, the equivalent of ONE Hundred Dollars (\$100.00), in cash or property.

FILED
00 NOV 27 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

BOARD OF DIRECTORS

The corporation shall have ONE (1) director and may be increased or diminished from time to time as allowed in the bylaws, but shall never be less than one. The initial director shall be.

James Galardo

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS

The address of the principal office is:

**2939 West Bay Drive
Belleair Bluffs, FL 33770**

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

**David G. Dreslin
13100 Park Blvd., Suite C
Seminole, FL 33776**

ARTICLE NINE

INCORPORATOR

The incorporator name and address is:

**Dreslin Financial Services, Inc.
David G. Dreslin
13100 Park Blvd., Suite C
Seminole, FL 33776**

ARTICLE TEN

BYLAWS

The directors are empowered to make, alter, amend or repeal any and all bylaws of the corporation without restrictions of the powers conferred by the Statutes of the State of Florida.

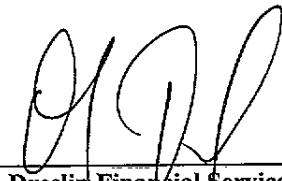
ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of the Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the shareholders of the corporation.

Signed this 21st day of November, 2000

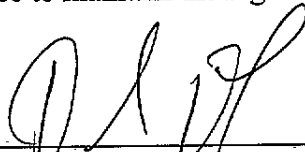


Dreslin Financial Services, Inc.
David G. Dreslin
INCORPORATOR

REGISTERED AGENT OF: **Elite Fitness Productions, Inc.**

I, **David G. Dreslin**, accept the designation of Registered Agent for the corporation named above and agree to maintain the registered office of the corporation as required.

SIGNED:



David G. Dreslin
REGISTERED AGENT

FILED
00 NOV 27 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA