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LATONA & ISENBERG

ATTORNEYS AT LAW

JOHN LATONA
CERTIFIED MEDIATOR

315 S.E. 7TH STREET, SUITE 301 • FORT LAUDERDALE, FLORIDA 33301
BROWARD: 954-523-8899
FAX: 954-523-5162

WILLIAM S. ISENBERG
ALSO A MEMBER OF MASSACHUSETTS BAR

February 23, 2001

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-02/26/01--01103--014
*****70.00 *****70.00

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Inc. of Alpha Fitness Trading Company, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. An original and one copy of an Articles of Incorporation of Alpha Fitness Trading Company, Inc.
2. Check #6301 - \$70.00
3. Self addressed, stamped envelope.

Kindly return a copy of the Articles of Incorporation once you have stamped it.

Should you need anything further to process this matter, please do not hesitate to contact this office.

Sincerely,



William S. Isenberg, Esq.

WSI/srd
Enclosures

FILED
01 FEB 26 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 FEB 26 PM 12:18

ARTICLES OF INCORPORATION
OF
ALPHA FITNESS TRADING COMPANY, INC.
(pursuant to F.S.607.0202 [Laws 1990])
(as amended: 1993)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME
(F.S.607.0202(1)(a))

The name of the corporation shall be: ALPHA FITNESS TRADING COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE
(F.S.607.0202(1)(b))

The principal place of business and mailing address of this corporation shall be Joseph Lott, 2205 N.E. 20th Street, Lighthouse Point, FL 33064.

ARTICLE III CAPITAL STOCK
(F.S.607.0202(1)(c))

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS
(F.S.607.0202(1)(g))

The name and street address of the corporation's initial registered office and the name of corporation's initial registered agent at that office is: Joseph Lott, 2205 N.E. 20th Street, Lighthouse Point, FL 33064.

ARTICLE V INCORPORATOR(S)
(F.S.607.0202(1)(h))

The name and street address of the incorporator of these Articles of Incorporation is: Joseph Lott, 2205 N.E. 20th Street, Lighthouse Point, FL 33064.

The undersigned has executed these Articles of Incorporation this
21ST day of FEBRUARY, 2001.

A. P. WAT INCORPORATOR
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes (1997), 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: ALPHA FITNESS TRADING COMPANY, INC.

2. The name and address of the registered agent and office is:
JOSEPH LOTT

(NAME)
2205 N.E. 20th Street

(P.O. BOX NOT ACCEPTABLE)
Lighthouse Point, FL 33064

(CITY/STATE/ZIP)

01 FEB 26 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SIGNATURE

J. P. Lott

(Corporate Officer)

TITLE

INCORPORATOR

DATE

02-21-2001

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.
(F.S.607.0202(1)(g) (1993) and F.S.607.0501 (1997))

SIGNATURE

J. P. Lott

DATE

02-21-2001