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Dreslin Financial Services

Certified Public Accountants
8050 Seminole Mall, Suite 220
Seminole, Florida 33772
(727) 393-7439

October 22, 2001

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

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

RE: Superior Fitness Marketing, Inc.

Please process the enclosed Articles of Incorporation for Superior Fitness Marketing, Inc.

Enclosed is check # 11385 for \$78.75 for the appropriate filing fees, including a certified copy.

Please forward all documents to:

Dreslin Financial Services, Inc.
8050 Seminole Mall, Suite 220
Seminole, Florida 33772

We appreciate your attention to this matter. If you have any questions, please do not hesitate to call.

Sincerely,

David G. Dreslin

01 OCT 25 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosure

Ps
10/25/01

FILED

01 OCT 25 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Superior Fitness Marketing, 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.

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.

Robert Smilanich

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS

The address of the principal office is:

**% Dreslin Financial Services
7985 113th Street, Suite 220
Seminole, Florida 33772**

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

**Dreslin Financial Services, Inc.
8050 Seminole Mall, Suite 220
Seminole, FL 33772**

ARTICLE NINE

INCORPORATOR

The incorporator name and address is:

**Dreslin Financial Services, Inc.
David G. Dreslin
8050 Seminole Mall, Suite 220
Seminole, FL 33772**

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.

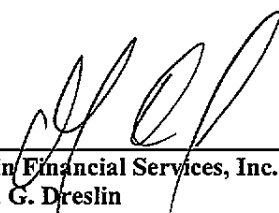
ARTICLE ELEVEN

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 22 day of OCTOBER, 2001



Dreslin Financial Services, Inc.
David G. Dreslin
INCORPORATOR

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT OF: **Superior Fitness Marketing, Inc.**

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

SIGNED:



Dreslin Financial Services
REGISTERED AGENT