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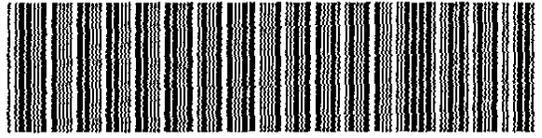
(Business Entity Name)

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Administrative Offices
Colmena Corp.
A Delaware Corporation

5185 Southeast 20th Street, Suite C; Ocala, Florida 34471
Telephone: (352) 694-6661
Fax: (352) 694-1325
E-mail administration@colmenacorp.com

Anthony Q. Joffe
President & Chief Executive Officer

Vanessa H. Lindsey
Vice President & Chief Administrative Officer

December 23, 2002

Via Federal Express
DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re.: Articles of Incorporation of Fitness & Longevity USA, Inc.

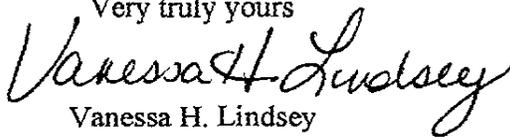
Gentlemen:

Enclosed please find:

- (a) Three sets of the articles of incorporation for the above referenced corporation, including self contained appointment of registered agent, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$70 covering the costs of filing the corporate documents.

If you have any questions or comments, please contact the undersigned.

Very truly yours



Vanessa H. Lindsey
Incorporator

**Articles of Incorporation
of
Fitness & Longevity USA, Inc.**

The Undersigned, for the purpose of forming a corporation for profit pursuant to Section 607, Florida Statutes, does hereby adopt the following articles of incorporation, certifying as follows:

Witnesseth:

Article I: Name

The name of the Corporation is "Fitness & Longevity USA, Inc."

Article II: Duration

This Corporation will have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

Article III: Purposes

This Corporation is organized for the purpose of transacting any and all lawful business.

Article IV: Authorized Capital Stock

4.1 Capital Stock

This Corporation is authorized to issue 7,500,000 shares, \$0.001 par value, 5,000,000 of which will be designated as common stock, and the remaining 2,500,000 as preferred stock, with the classification, series and characteristics to be determined from time to time prior to issuance by the Corporation's Board of Directors, subject to filing a certificate of amending these articles of incorporation by describing in required detail any such classification, series and characteristics, with the Department of State of the State of Florida, as required by Section 607.0602, Florida Statutes.

4.2 Designation of Attributes

- (A) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV to provide for the issuance of the shares of preferred stock in classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designation, powers preferences and rights of the shares of each such class or series and the qualifications, limitations or restrictions thereof.
- (B) The authority of the Board with respect to each series will include, but not be limited to, determination of the following:

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- (1) The number of shares constituting that class or series and the distinctive designation of that class or series;
- (2) The dividend rate, if any, on the shares of that class or series, whether dividends will be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that class or series;
- (3) Whether that class or series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors will determine;
- (4) Whether or not the shares of that class or series will be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they will be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (5) Whether that class or series will have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
- (6) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series;
- (7) Any other relative rights, preferences and limitations of that class or series.

Article V: Quorum for Stockholders Meetings

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, will be required to constitute a quorum at a meeting of stockholders.

Article VI: Initial Registered Office, Registered Agent & Principal Address

6.1 Registered Office & Registered Agent,

The street address of the initial registered office of this Corporation is 5185 Southeast 20th Street, Suite C; Ocala, Florida 34471, and the name of the initial registered agent of this corporation at such address is Vanessa H. Lindsey.

6.2 Principal Office & Mailing Address

- (1) The Corporation's initial principal office and principal mailing address will be at 2500 N. Military Trail, Suite 225-C; Boca Raton, Florida 33431.

- (2) The Corporation's initial telephone number will be (561) 998-2031, its initial fax number will be (561) 998-3425 and its initial e-mail address will be administration@colmenacorp.com.

Article VII: Initial Board of Directors

- (1) This Corporation will have one Director initially.
- (2) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but will never be less than one.
- (3) The name and address of the initial Director of the Corporation are as follows:

Vanessa H. Lindsey: 5185 Southeast 20th Street, Suite C; Ocala, Florida 34471.

- (4) The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to effect splits or reverse splits of the Corporation's common or preferred stock; increase the amount of authorized capital stock and determine the attributes thereof, provided that such amendment may not detrimentally affect the rights of holders of outstanding capital stock, other than as a result of pro rata dilution; designate the attributes of the preferred stock; change the name of the Corporation; and, such other matters as may be otherwise permitted under then applicable laws of the State of Florida.
- (5) The Corporation's stockholders shall have the right to remove and replace members of the board of directors, without cause, in their discretion, either at any duly convened meeting or through written action of the holders of a majority of the Corporation's common stock, in compliance with applicable law.

Article VIII: Incorporators

The name and addresses of the Corporation's incorporator is Vanessa H. Lindsey; 5185 Southeast 20th Street, Suite C; Ocala, Florida 34471.

Article IX: Affiliated Transactions

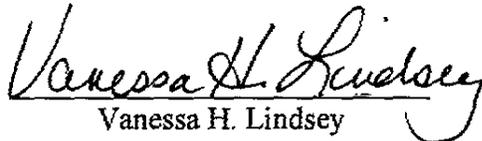
This Corporation will not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(a) thereof.

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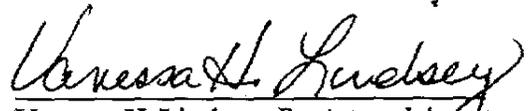
In Witness Whereof, I have subscribed my name this 23rd day of December, 2002.


Vanessa H. Lindsey
Incorporator

Registered Agent's
Confirmation of Acceptance of Appointment

Having been named as registered agent to accept service of process for Fitness & Longevity USA, Inc., at the place designated in this certificate, I hereby confirm acceptance of the appointment as registered agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

December 23rd 2002


Vanessa H. Lindsey, Registered Agent

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