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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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NAME: FIT ONE, INC.
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ARTICLES OF INCORPORATION

OF

FIT ONE, INC.

WE, the undersigned incorporators, hereby make, acknowledge and file, with the Secretary of State of the State of Florida, these Articles of Incorporation and form a Corporation for profit under the laws of the State of Florida.

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ARTICLE I

The name of the Corporation shall be:

FIT ONE, INC.

ARTICLE II

The principal place of business shall be:

301 Yamato Road
Boca Raton, Florida 33431

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Fifteen Hundred (1500) shares of common stock at One Dollar ($1.00) par value

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Prepared by:
Chris M. Salamone, Esq.
4900 N. Federal Highway
Suite 106-D
Boca Raton, Florida 33431
(407) 392-2220
Florida Bar No. 0780390

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of stock so to be issued.

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

4800 North Federal Highway
Suite 106-D
Boca Raton, Florida 33431

The name of the initial registered agent of this Corporation at that address shall be:

CHRIS M. SALAMONE, ESQ.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under to direction of, a Board of Directors, which shall have not less than one nor more than seven Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

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ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME	STREET ADDRESS
CHRISTINA KITT	P.O. Box 1618 Boca Raton, Florida 33429

ARTICLE IX

INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is as follows:

NAME	STREET ADDRESS
CHRIS M. SALAMONE, ESQ.	4800 North Federal Highway Suite 106-D Boca Raton, Florida 33431

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as

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a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

ARTICLE XI

PRE-EMPTIVE RIGHTS

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

ARTICLE XII

AMENDMENTS

The articles of Incorporation may be amended, changed, altered or repealed in the

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manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Boca Raton, Florida for the uses and purposes aforesaid this 14th day of April, 1995.

CHRIS M. SALAMONE, ESQ., Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Palm Beach, to take acknowledgements personally appeared CHRIS M. SALAMONE, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for the uses and purposes therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State named above this 14th day of April, 1995.

NOTARY PUBLIC, State of Florida

My Commission Expires:

DEANNA M. BETANCOURT
MY COMMISSION # CC 291165
EXPIRES: August 8, 1997
Bonded Thru Notary Public Underwriters

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DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

The pursuance of Section 48.091 and Chapter 607, Florida Statutes, FIT ONE, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as 4800 North Federal Highway, Suite 106-D, Boca Raton, Florida 33431, has named CHRIS M. SALAMONE, ESQ. located thereat as its registered agent to accept service of process within this State.

CHRIS M. SALAMONE, ESQ., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:

CHRIS M. SALAMONE, ESQ., Registered Agent

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