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CLYATT & RICHARDSON

PROFESSIONAL ASSOCIATION

1881 FORUM PLACE • SUITE 300-P

WEST PALM BEACH, FLORIDA 33401

SHIRLEY CLYATT, JII.
KEVIN F. RICHARDSON

TELEPHONE 471-9000
FACSIMILE 471-0000
AREA CODE 561

June 28, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001885522
-07/05/96--01083--009
****122.50 ****122.50

Re: Fitcore, Inc.

Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed.

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,



KEVIN F. RICHARDSON
KFR/jas

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9-96

ARTICLES OF INCORPORATION
OF
FITCORE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the Corporation is:

FITCORE, INC.
2. **PRINCIPAL OFFICE.** The principal place of business and mailing address of this corporation shall be:

1551 Forum Place, Ste. 300-F
West Palm Beach, FL 33462
3. **DURATION.** The period of its duration is perpetual.
4. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **CAPITAL STOCK.** The Corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value common.
6. **INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the Initial Registered Agent and office of this Corporation is as follows:

Kevin F. Richardson, Esq.
Clyatt & Richardson, P.A.
1551 Forum Place, #300-F
West Palm Beach, FL 33401
7. **INITIAL BOARD OF DIRECTORS.** This Corporation shall have two (1) Director initially. The number of Directors shall be no less than one by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Director(s) and Officers of this Corporation are:

NAME

ADDRESS

Joseph A. Diovisalvi

1551 Forum Place,
Suite 300-F
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Kevin F. Richardson

1551 Forum Place, Suite #300-F
West Palm Beach, Florida 33401

9. AMENDMENT TO ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amending hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of June, 1996.

K F R
INCORPORATOR

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

K F R
REGISTERED AGENT
Kevin F. Richardson

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of June, 1996.



JUDITH ANN SULTAN
MY COMMISSION # CC316654 EXPIRES
September 16, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Judith Ann Sultan
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA