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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SPORTFIT ENTERPRISES, INC.

AUDIT NUMBER.....H97000000820

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Articles of Incorporation  
of  
Sportfit Enterprises, Inc.

Article I. Name

The name of this Florida corporation is:  
Sportfit Enterprises, Inc.

Article II. Address

The mailing address of the Corporation is:  
Sportfit Enterprises, Inc.  
6832 Forrest Hill Boulevard  
West Palm Beach FL 33413

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:  
Clay S. Harrow  
6832 Forrest Hill Boulevard  
West Palm Beach FL 33413

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Clay S. Harrow FL Bar Member 0005339  
1762 Flagler Manor Circle  
West Palm Beach FL 33411  
561-798-8339 • Fax 561-798-8339

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CLAY S. HARROW  
WEST PALM BEACH, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Clay S. Harrow

Article VI. Incorporator

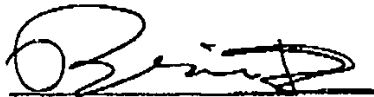
The name and address of the incorporator is:

Clay S. Harrow  
1762 Flagler Manor Circle  
West Palm Beach FL 33411

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 15, 1997

The undersigned incorporator executed these Articles of Incorporation on January 15, 1997



CLAY S. HARROW  
by B.R. Fons as attorney-in-fact

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Clay S. Harrow FL Bar Member 0005339  
1762 Flagler Manor Circle  
West Palm Beach FL 33411  
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**Certificate of Designation  
Registered Agent and Registered Office**

**CORPORATION:**  
**Sportfit Enterprises, Inc.**

**REGISTERED AGENT:**  
**Clay S. Harrow**  
**6832 Forrest Hill Boulevard**  
**West Palm Beach FL 33413**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CLAY S. HARROW**  
by B.R. Fons as attorney-in-fact

**Date: 1/15/97**

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TALLAHASSEE, FLORIDA

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