

P9700021014

J. EDWARD HOPKINS

ATTORNEY AT LAW

201 S. BAYLEN SUITE B

PENSACOLA, FLORIDA 32507

FILED

77 MAR -7 AM 10:50

MAILING ADDRESS:

P.O. BOX 12853

TELEPHONE:
(904) 432-7438

February 21, 1997
TALLAHASSEE, FLORIDA

SECRETARY OF STATE

Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Fit-Tech, Inc.

RESOURCES, INC.

800002095458--4

-02/24/97--01059--020

****122.50 ****122.50

EXPIRE DATE
3-5-97

Dear Secretary Mortham:

Enclosed please find the original and one copy of Articles of Incorporation, for the above-referenced corporation. Additionally, enclosed please find my check payable to your order in the amount of \$122.50, representing the filing fee and costs, etc.

Please file the originals of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the documents to me at the mailing address given above.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Very truly yours,

J. EDWARD HOPKINS

JEH/mkh
Enclosures

cc: Mr. Michael A. Holt, (with enclosures)

W97-4773
JH
2/24/97
PH
3/7/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1997

J EDWARD HOPKINS, ESQ.
201 S BAYLEN, SUITE B
PENSACOLA, FL 32575

SUBJECT: FIT-TEC, INC.
Ref. Number: W97000004773

Resources

We have received your document for FIT-TEC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 097A00010516

J. EDWARD HOPKINS

ATTORNEY AT LAW
201 S. BAYLEN SUITE B
PENSACOLA, FLORIDA 32575

TELEPHONE:
(904) 432-7438

MAILING ADDRESS:
P.O. BOX 12853

March 4, 1997

Pamela Hall
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Fit-Tec Resources, Inc.

Dear Ms. Hall:

Enclosed please find the original and one copy of Articles of Incorporation, for the above-referenced corporation. Additionally, please find a copy of a letter dated February 28, 1997, regarding Fit-Tec, Inc., which was sent by your office to us.

Please file the originals of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the documents to me at the mailing address given above.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Very truly yours,



J. EDWARD HOPKINS

JEH/mkh
Enclosures

cc: Mr. Michael A. Holt, (with enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Fit-Tec Resources, Inc.

ARTICLE I - Name

The name of the corporation is Fit-Tec
Resources, Inc.

ARTICLE II - Duration

This corporation shall have perpetual existence
commencing on the date of execution and acknowledgment of
these Articles or until such time as it shall be dissolved
by law.

ARTICLE III - Purpose

This corporation is organized for the purpose of
transacting any and all business not unlawful under the laws
of the State of Florida or the United States.

ARTICLE IV - Capital Stock

This corporation is authorized to issue One
Thousand (1000) shares of One Dollar (\$1.00) par value
common stock, which shall be designated "common shares".
Any and all such "common shares" shall be one class only.

3-5-97

ARTICLE V - Pre-Emptive Rights

Every share holder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are:

MICHAEL A. HOLT, 17 South Palafox Street, Suite 386, Pensacola, Florida 32501; JOHN S. STEADHAM, 4401 LaJolla, Pensacola, Florida 32504; and ANTHONY R. JACOBS, P.O. Box 12924, Pensacola, Florida 32576.

ARTICLE VII - Incorporator

The name and address of the person signing these Articles is, MICHAEL A. HOLT, 17 South Palafox Street, Suite 386, Pensacola, Florida 32501.

ARTICLE VIII - Initial Registered
Office, Principal Office and Agent

The street address of the initial registered office and principal office of this corporation is 17 South Palafox Street, Suite 384, Pensacola, Florida 32501, and the name of the initial resident agent of this corporation at that address is MICHAEL A. HOLT.


ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE X - Amendment

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

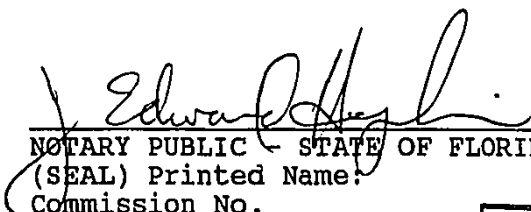
IN WITNESS WHEREOF, the undersigned subscribers
have executed these Articles of Incorporation this 5th day
of March, 1997.

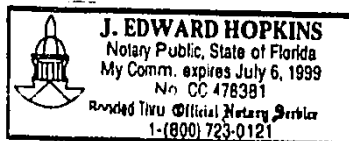

MICHAEL A. HOLT
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Michael A. Holt THIS DAY, personally appeared before me,
NA, who is personally known to
me or who has produced NA as
identification, who did take an oath, and who deposes and
swears that the facts set forth in the foregoing Articles
are true and correct to the best of his knowledge and
belief.

WITNESS my hand and official seal in the County
and State last aforesaid on this 5th day of
March, 1997.


NOTARY PUBLIC - STATE OF FLORIDA
(SEAL) Printed Name:
Commission No.
Commission Expiration:



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DESIGNATION AND ACCEPTANCE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

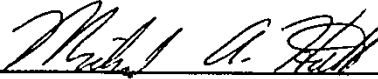
OF

REGISTERED AGENT


OF

Fit-Tec Resources, Inc.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Fit-Tec Resources, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 17 South Palafox Street, Suite 386, Pensacola, Florida 32501, has named MICHAEL A. HOLT, located thereat as its registered agent to accept service of process within this state.


MICHAEL A. HOLT
Incorporator

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


MICHAEL A. HOLT
Registered Agent