

6/02/97

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 RODRIGUEZ~~ LUIS

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: INTERNATIONAL HEALTH & FITNESS SYSTEMS, INC.

AUDIT NUMBER.....H97000009028

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
International Health & Fitness Systems, Inc.

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Article II. Address

The mailing address of the Corporation is:
International Health & Fitness Systems, Inc.
7328 Pinetree Lane
West Palm Beach FL 33406

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
David Lavery
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Seth Levy

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. 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 applicable law.

David Lavery | FL Bar Member 914142
Law Offices of David Lavery
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409
561-683-6602

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Article V. Capital Stock

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

Article VI. Incorporator

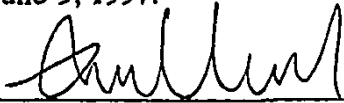
The name and address of the incorporator is:

David Lavery
Law Offices of David Lavery
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 9, 1997.

The undersigned incorporator executed these Articles of Incorporation on June 9, 1997.



DAVID LAVERTY
by L.A. Uriarte as attorney-in-fact

David Lavery | FL Bar Member 914142
Law Offices of David Lavery
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409
561-683-6602

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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CORPORATION:

International Health & Fitness Systems, Inc.

REGISTERED AGENT/OFFICE:

David Laverty
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409

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.



DAVID LAVERTY

by L.A. Uriarte as attorney-in-fact

Date: June 9, 1997

David Laverty | FL Bar Member 914142
Law Offices of David Laverty
2001 Palm Beach Lakes Blvd., Suite 300
West Palm Beach FL 33409
561-683-6602

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