

Law Offices of
Nicholas P. Sardelis, Jr.
Chartered

2033 Main Street
Suite 100
Sarasota, Florida 34237

P97000062807

June 10, 1999

(941) 952-1661
Fax (941) 951-0924

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

800002902248--2
-06/11/99--01074--018
*****35.00 *****35.00

Re: FIT AMERICA OF SARASOTA, INC.

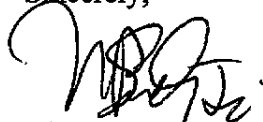
Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Revocation of Dissolution of FIT AMERICA OF SARASOTA, INC. Please send the undersigned a stamped copy of same evidencing your receipt of the original.

Also enclosed is our trust account check in the amount of \$35.00 in connection with the statutory filing fees.

Thank you for your assistance in this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

NPS/paw

Enclosures: Articles of Revocation of Dissolution
Trust Account Check - \$35.00

FILED
99 JUN 11 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Revocation of Dissolution
HFS 7-16-99

FILED

99 JUN 11 AM 9:05

ARTICLES OF REVOCATION OF DISSOLUTION
OF
FIT AMERICA OF SARASOTA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1404 of the Florida Business Corporation Act, the undersigned director, pursuant to a special meeting of the directors of Fit America of Sarasota, Inc., hereby adopts the following articles of revocation of dissolution:

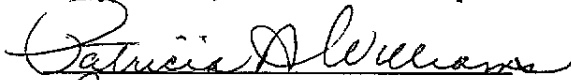
1. The name of the corporation is FIT AMERICA OF SARASOTA, INC.
2. The effective date of the dissolution that is revoked is February 11, 1999.
3. That the date that the revocation of articles of dissolution was authorized is June 9, 1999.
4. The revocation of articles of dissolution was duly authorized by the corporation's board of directors.
5. The effective date of articles of revocation of dissolution is the 9th day of June, 1999.


Gary Benjamin, Director
Chairman

State of Florida
County of Sarasota

The foregoing ARTICLES OF DISSOLUTION were acknowledged before me this 9th day of June, 1999 by GARY BENJAMIN, who is personally known to me and who, upon first by me being duly sworn, deposes and says that the foregoing is true and correct to the best of his knowledge, information, and belief.

SWORN TO AND SUBSCRIBED before me this 9th day of June, 1999.


PATRICIA A. WILLIAMS
Printed Name of Notary
Notary Public, State of Florida
My Commission Expires:



Patricia A. Williams
My Commission CC736808
Expires April 26, 2002

**ARTICLES OF DISSOLUTION BY
DIRECTOR OF FIT AMERICA OF SARASOTA, INC.**

To: Department of State
Tallahassee, Florida 32314

Date paid: _____
Filing Fee: \$ _____

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, the undersigned, being the sole director of the corporation adopts the following articles of dissolution:

1. The name of the corporation is FIT AMERICA OF SARASOTA, INC.
2. The date of filing of its articles of incorporation is July 21, 1997.
3. None of the corporation's shares have been issued.
4. No debts of the corporation remain unpaid.
5. A majority of the directors authorize that the corporation be dissolved.

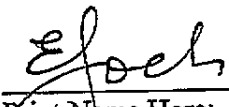
Dated: 2/10/99


GARY BENJAMIN, Director

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing ARTICLES OF DISSOLUTION were acknowledged before me this 10th day of February, 1999 by GARY BENJAMIN, who is personally known to me and who, upon first by me being duly sworn, deposes and says that the foregoing is true and correct to the best of his knowledge, information, and belief.

SWORN TO AND SUBSCRIBED before me this 10th day of February, 1999.


Print Name Here: _____
Notary Public, State of Florida
My Commission Expires: _____
E-Joels
My Commission CC773082
Expires September 7, 2002