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**BENSON, MOYLE & CHAMBERS**

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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September 26, 1997

VIA UPS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: FitCorp, Inc.

300002306143---2  
-09/29/97-01111-015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation for FitCorp, Inc. and our check in the amount of \$70.00 representing your filing fee. Please stamp the extra copy and return to me in the enclosed return envelope.

Thank you for your assistance in this matter.

Very truly yours,

BENSON, MOYLE & CHAMBERS

*Sandi Jones*  
Sandi Jones

Secretary to Mark S. Mucci

SEP 30

BSB

FILED  
SEP 29 PM 2:04  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9-26-97

/sjj

Enclosures

ARTICLES OF INCORPORATION  
OF

**FitCorp, Inc.**

**FILED**

97 SEP 29 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**EFFECTIVE DATE**  
9-26-97

ARTICLE I

The name of the corporation is FitCorp, INC. whose principal place of business is

4545 Pine Island Road  
Sunrise, Florida 33351

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is BENSON, MOYLE & CHAMBERS, One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Mark S. Mucci, Esquire.

#### ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose name and address are:

William Henry Jackson, Sr.  
4545 Pine Island Road  
Sunrise, Florida 33351

Robert Basilone  
4545 Pine Island Road  
Sunrise, Florida 33351

#### ARTICLE VII

The name and address of the incorporator is:

Mark S. Mucci, Esq  
One Financial Plaza  
Suite 1600  
Ft. Lauderdale, Fl. 33394

#### ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

#### ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.


#### ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 26th day of September, 1997 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 26th day of September, 1997.

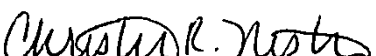
  
MARK S. MUCCI, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 26<sup>th</sup> day of September, 1997.

  
Notary Public, State of Florida

My Commission Expires



FILED

ACKNOWLEDGMENT OF REGISTERED AGENT

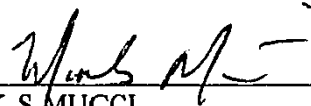
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CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

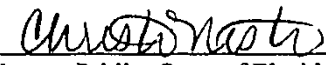
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
MARK S. MUCCI

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 26<sup>th</sup> day of September, 1997.

  
Notary Public, State of Florida

My Commission Expires:

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