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Please return Articles of Incorporation
to the following address

40 Harbor Partners, Inc.

1105 S. Federal Hwy.

Suite A-5

Delray Beach, FL

33483

Mary M.
(Corporation Name)

Office Use Only

NUMBER(S), (if known):

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3. (Corporation Name)

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| | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|--|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

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10-25-97

ARTICLES OF INCORPORATION

OF

FIT'S IN, INC.

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THE UNDERSIGNED subscriber to these Articles of Incorporation, being the natural person competent to contract, hereby associate him to form a corporation under the laws of the State of Florida.

Article I

Name

The name of this corporation shall be FIT'S IN, INC.

Article II

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the State of Florida. In addition, this corporation may engage in any or all of the following business activities:

1. To train and teach training methods in the area of physical fitness and activities related thereto.
2. To hold aerobics and other group related physical fitness classes.
3. In furtherance and not in limitation of the general powers conferred by laws of the State of Florida and of the objects and purposes hereinbefore stated it is expressly provided that the Corporation shall also have the following powers, namely:
 - a. To hold, own mortgage, pledge, bargain, transfer or assign or in any manner dispose of, or to deal in trade goods, wares, merchandise and property of any class or description in any part of the world, including real and personal property.
 - b. To apply for, hold, purchase, acquire or otherwise deal in letters patent, copyrights, trademarks, trade names, secret processes, formulas or inventions, and to

work, operate, develop the same, or to carry on any business, manufacturing or otherwise which may directly or indirectly affect those objects or any of them.

c. To loan money on real estate or personal property

d. To enter into, make or perform contracts of any kind, with any persons, associations, corporation, municipalities, body political, country territory, state, government or colony or any dependency thereof.

e. To purchase, own, sell, rent, lease, mortgage and to act as agents in buying, selling, owning, renting, leasing and mortgaging properties, whether real and/or personal; to dispose of real estate or personal properties, equities and securities, of whatever nature for cash, credit or otherwise.

f. To loan either for itself or to act as agents in loaning and buying to borrow money and to secure the same in whatever manner in which the Corporation might do and is permissible under the laws of the State of Florida.

g. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents contractors, subcontractors or otherwise, either along or with any other person, firm, corporation or association; in general to carry on any other business not specifically forbidden by the laws of the State of Florida.

Article III

Capital Stock

The aggregate number of shares of capital stock which the corporation has authority to issue is 1000 shares, all of which shall be common stock.

All shares of capital stock in this corporation shall be issued initially to Marcy Morrison.

Article IV

The post office address of the principal office of this corporation shall be: 335 East Linton Boulevard, Delray Beach, Florida 33483 or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered agent shall

be 1515 North Federal Highway, Suite 222, Boca Raton, Florida 33432 or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Peter Bonitatibus, whose business address is and will be identical with the registered office of the Corporation.

Article V

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by the Bylaws adopted by the shareholders but shall never be less than one.

Article VI

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Marcy Morrison | 335 East Linton Boulevard Suite B-14 Delray Beach, FL 33483 |

Article VII

The names and post office addresses of the initial members of the first Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Marcy Morrison | 335 East Linton Boulevard Suite B-14 Delray Beach, Florida 33483 |

Article VIII

Contractual Powers

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniary or otherwise interested in or is a director or officer on any other such firm, association, corporation or partnership, or is in any way connected with any person, firm, association, corporation or partnership pecuniary or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

Article IX

Pre-emptive Rights

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

Article X

Special Proviso

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not lawful notice shall have been given to all shareholders as required by law or bylaws of this corporation, if at any time prior to, using or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greeted vote is required by law or by the Bylaws, by that vote.

Article XII

Further Powers

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at hat ties and places, and under what conditions and regulations, the accounts and books of this corporation (other that the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the state of Florida, at such places as may for time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

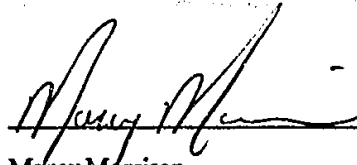
Article XIII

Term of Existence

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at

Palm Beach County, Florida, on this 23 day of October, 1997.



Marcy Morrison

11625-547-65-632

State of Florida,

County of Palm Beach

BEFORE ME the undersigned authority, this day personally appeared Marcy Morrison, to me well known to be the identical person described in and who executed the attached Articles of Incorporation of, and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at

Palm Beach, Florida, on this 23rd day of October, 1997.



Notary Public

State of Florida at Large

My Commission Expires:

July 10, 1998

Registered Agent

HAVING BEEN NAMED to serve as registered agent for Fit's In at 335 East Linton Boulevard, Suite B-14, Delray Beach, Florida 33483, I hereby agree to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping said office open.

A handwritten signature in cursive script, appearing to read "Rick Burt", is written over a horizontal line.

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