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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002352961--2
-11/20/97--01068--004
***131.25 ***131.25

SUBJECT: Fitness Frontiers, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LAURA JEAN GELBER
Name (Printed or typed)

3850 S.W. 87th AVENUE, SUITE # 303
Address

MIAMI, FLORIDA 33165-5474
City, State & Zip

(305) 669-9122
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 20 AM 11:49

FILED

NOTE: Please provide the original and one copy of the articles.

9N11-24-97

FILED
97 NOV 20 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Fitness Frontiers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3850 S.W. 87th AVENUE, Suite # 303
MIAMI, FLORIDA 33165-5474

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 non-voting preferred stock
20,000 voting common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

LAURA JEAN GELBER
3850 S.W. 87th AVENUE, Suite # 303
MIAMI, FLORIDA 33165-5474

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

LAURA JEAN GELBER
3850 S.W. 87th AVENUE, Suite # 303
MIAMI, FLORIDA 33165-5474

Laura Jean Gelber
Signature/Incorporator

16 October 1997
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Laura Jean Gelber
Signature/Registered Agent

November 15, 1997
Date