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ROBERT MARC SCHWARTZ, P. A.
ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

OF COUNSEL TO:
WEINER, MORICI & ARONSON, P.A.

December 3, 1997
{via UPS Overnight delivery}

102 North Swinton Avenue
Delray Beach, FL 33444

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

300002362853--7
-12/04/97--01055--021
****122.50 ****122.50

Re: Articles of Incorporation of
CustomFIT Boca, Inc.

Gentlemen:

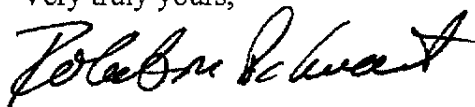
Please find enclosed the original and one (1) copy of the subject Articles of Incorporation.
Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fees	\$ 35.00
Registered Agent Fee	35.00
Certified Copy/Articles of Incorporation	<u>52.50</u>
	\$122.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,



Robert M. Schwartz

Enclosures as noted
cc: CustomFIT Boca, Inc.

FILED
97 DEC -4 PM 3:48
TALLAHASSEE, FLORIDA

12-5-97

ARTICLES OF INCORPORATION

OF

CustomFIT Boca, Inc.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation are:

CustomFIT Boca, Inc.

7078 Beracasa Way

Boca Raton, FL 33433

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purpose for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares that this Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholder's meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - INITIAL OFFICE AND AGENT

The name and office address of this Corporation's registered agent in Florida is:

**Michael P. Cavallo
7078 Beracasa Way
Boca Raton, FL 33433**

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is Four (4). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael P. Cavallo	7078 Beracasa Way Boca Raton, FL 33433
Jeffrey Cavallo	7078 Beracasa Way Boca Raton, FL 33433
John Cavallo	7078 Beracasa Way Boca Raton, FL 33433
Gerald Weinbrum	3561 NW 61st Circle Boca Raton, FL 33496

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator are:

Name

Address

Michael P. Cavallo

7078 Beracasa Way

Boca Raton, FL 33433

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

DATED: This 3rd day of December 1997.

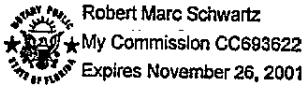


Michael P. Cavallo, Incorporator

FILED
97 DEC -4 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 3rd day of December 1997, by Michael Cavallo, who is [X] personally known to me; ~~or who~~ have produced _____ as identification, and who [] did / [X] did not take an oath.



Robert Marc Schwartz

Notary Public signature

Robert Marc Schwartz

Printed Name of Notary Public

My Commission No.: CC693622

My Commission Expires: 11/26/2001

(NOTARY SEAL)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Michael P. Cavallo, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Michael P. Cavallo

Michael P. Cavallo

Dated December 3, 1997.

FILED
97 DEC -4 PM 3:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE