



THE UNITED STATES
CORPORATION
COMPANY

P98000021041

RECEIVED

98 MAR -5 AM 11:29

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 726187 4340059

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 3, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 726187-005

CUSTOMER NO: 4340059

100002448011--2

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: FIT-FOR-SPORTS VIDEOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

f 3/5/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:10

ARTICLES OF INCORPORATION
OF

FIT-FOR-SPORTS VIDEOS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:10

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

FIT-FOR-SPORTS VIDEOS, INC.
200 South Biscayne Blvd., Suite 3800
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

200 South Biscayne Blvd., Suite 3800
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

James L. Ferraro

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
James L, Ferraro	200 South Biscayne Blvd. Suite 3800 Miami, Florida 33131
Natalie K. Fera	200 South Biscayne Blvd. Suite 3800 Miami, Florida 33131

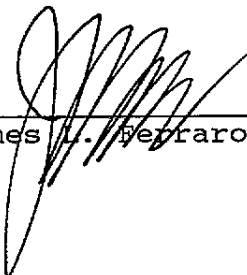
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
James L. Ferraro	200 South Biscayne Blvd. Suite 3800 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 2nd day of March, 1998.



James L. Ferraro, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

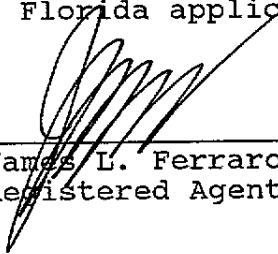
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:10

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, FIT-FOR-SPORTS VIDEOS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 200 South Biscayne Blvd., Suite 3800, Miami, Florida 33131, has named James L. Ferraro, located thereat as its registered agent to accept service of process within this state.

By: 

James L. Ferraro
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


James L. Ferraro
Registered Agent