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SPORTFIT ENTERPRISES II, INC. 6832 Forest Hill Blvd. West Palm Beach, FL 33411

December 16, 2002

Division of Corporations PO Box 6327 Tallahassee, Fl 32314

Re: Dissolution of Sportfit Enterprises II, Inc (P98000049635)

Dear Sir or Madam:

I enclose a copy of the Articles of Dissolution for Sportfit Enterprises II, Inc. approved by the shareholders on November 1, 2002.

Also enclosed is a check in the amount of \$35 to cover the filing fee for the Articles.

If you have any questions or need any additional information, please call me at 561-966-4653 or 561-313-9954 (cell).

Sincerely

Clay S. Harrow

Enclosures (Articles of Dissolution, check)

ARTICLES OF DISSOLUTION

OF

SPORTFIT ENTERPRISES II, INC.



Under §607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following Articles of Dissolution.

FIRST: The name of the Corporation is Sportfit Enterprises II, Inc. (Corporation Document No. P98000049635, Articles of Incorporation filed June 3, 1998).

SECOND: Dissolution of the Corporation was authorized on November 1, 2002.

THIRD: Dissolution was approved by the shareholders. The number of votes cast by the shareholders for dissolution was sufficient for approval.

Signed on November 1, 2002

Clay S. Harrow

President