

P98000062200

July 9, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Jo Mynard,

500002586405- 4
-07/13/98--01034--004
****122.50 ****122.50

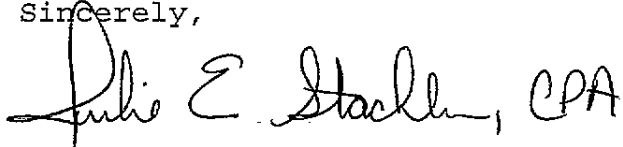
RE: Fitness and Performance, Inc.

Dear Jo,

Please find enclosed the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50

This represents the cost of filing fees for the Certified Copy of Articles of Incorporation, and fee for Registered Agent designation, for the above named corporation. Your prompt attention to the filing of these Articles of Incorporation is greatly appreciated. Thank you in advance for your assistance.

Sincerely,

 Julie E. Stachler, CPA

Julie E. Stachler, CPA, Registered Agent
Fitness and Performance, Inc.
8896 Fordham Street
Ft. Myers, Florida 33907

FILED
98 JUL 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 7/15/98

ARTICLES OF INCORPORATION
OF

FITNESS AND PERORMANCE, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FITNESS AND PERFORMANCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in real estate sales activities under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: **FITNESS AND PERFORMANCE, INC.**

ADDRESS: **8896 FORDHAM STREET**

CITY: **FT. MYERS**

FLORIDA

ZIP **33907**

The name and street address of the Initial Registered Agent of this corporation is:

NAME: **JULIE E. STACHLER, CPA**

ADDRESS: **8896 FORDHAM STREET**

CITY: **FT. MYERS**

FLORIDA

ZIP **33907**

FILED
98 JUL 13 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: MATTHEW B. STACHLER

ADDRESS: 8896 FORDHAM STREET

CITY: FT. MYERS FLORIDA ZIP 33907

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: JULIE E. STACHLER, CPA

ADDRESS: 8896 FORDHAM STREET

CITY: FT. MYERS FLORIDA ZIP 33907

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 day of July, 1998.

Julie E. Stachler, CPA (Seal)
JULIE E. STACHLER, CPA (Seal)
(Seal)

STATE OF FLORIDA
COUNTY OF Lee

COUNTY OF Lee
before me, a Notary Public authorized to take acknowledgements in
the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 10th day of July, 1998.

(Notary Seal)



LYNDA LORRAINE BILLINGHAM
COMMISSION # CC611107
EXPIRES JAN 01, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Linda Blair
(Notary Public, State of Florida)

My Commission expires: 01-01-01

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FITNESS AND PERFORMANCE, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the
following is submitted:

The above corporation, desiring to organize under the laws of the
State of Florida with its registered office as indicated in the
Articles of Incorporation

at 8896 FORDHAM STREET, FT. MYERS, FLORIDA 33907

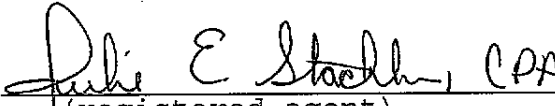
has named JULIE E. STACHLER, CPA

located at the aforesaid address, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process
for the above stated corporation at the place designated in this
certificate, and being familiar with the obligations of that

position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said
office.


(registered agent)
JULIE E. STACHLER, CPA

FILED
98 JUL 13 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA