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SMITH HULSEY & BUSEY

1800 FIRST UNION NATIONAL BANK TOWER
225 WATER STREET
POST OFFICE BOX 53315
JACKSONVILLE, FLORIDA 32201-3315

DENNIS L. BLACKBURN
JAMES A. BOLLING
STEPHEN D. BUSEY
EUGENIA H. DONAHOO
DIANA S. FARHAT
MICHAEL R. FREED
EARL E. GOOGE, JR.
JEANNE E. HELTON
MICHAEL J. IVAN
CYNTHIA C. JACKSON
G. PRESTON KEYES
WILLIAM E. KUNTZ
LAUREN P. LANGHAM
M. RICHARD LEWIS, JR.
JOHN F. MacLENNAN
RAYMOND R. MAGLEY
BRADLEY R. MARKEY

E. OWEN McCULLER, JR.
R. LEANNE McKNIGHT
STEPHEN D. MOORE, JR.
JAMES H. POST
BRYAN L. PUTNAL
E. LANNY RUSSELL
JOEL SETTEMBRINI, JR.
TIM E. SLEETH
JOHN R. SMITH, JR.
JAMES J. TAYLOR, JR.
MELISSA S. TURRA
HERSCHEL T. VINYARD, JR.
WADDELL A. WALLACE III
HARRY M. WILSON, III
KARL A. ZILLGITT

LLOYD SMITH
(915-1987)
MARK HULSEY
JOHN E. THRASHER
OF COUNSEL
TELEPHONE
904-359-7700
FACSIMILE
904-359-7708
904-353-9908

July 10, 1998

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*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: FitOne, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for FitOne, Inc., together with our firm's check for \$70.00 in payment of the filing fee and registered agent fee.

Please return a file-stamped copy to us after the Articles of Incorporation are filed. Enclosed is a return envelope for your use.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures
kh:244044

FILED
98 JUL 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 29 1998

W-16113

TS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1998

KATHLEEN HAGGERTY
225 WATER ST.
P.O. BOX 53315
JACKSONVILLE, FL 32201-3315

SUBJECT: FITONE, INC.
Ref. Number: W98000016113

We have received your document for FITONE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 098A00037722

ARTICLES OF INCORPORATION
OF
FITONE, INC.

FILED
98 JUL 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this Corporation is FitOne, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 8101 Phillips Highway, Suite 10, Jacksonville, Florida 32256.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Paul V. Bickham, 8101 Phillips Highway, Suite 10, Jacksonville, Florida 32256.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Dennis L. Blackburn, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of June, 1998.



Dennis L. Blackburn

243338

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, FitOne, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is FitOne, Inc.

2. The name and address of the registered agent and office are Paul V. Bickham, 8101 Phillips Highway, Suite 10, Jacksonville, Florida 32256.

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Paul V. Bickham

Date: July 7, 1998

243338.1

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98 JUL 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA