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TRANSMITTAL LETTER

TO: Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/14/98-01075-019
*****70.00 *****70.00

FROM: Randi S. Tompkins, P.A.
4800 N. Federal Highway
Suite 200-E
Boca Raton, Florida 33431

RE: AIT ADVENTURES, INC.

DATE: SEPTEMBER 9th, 1998

FILED
98 SEP 14 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

 X \$70.00 or \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the Randi S. Tompkins, P.A. at the address set forth above. A stamped self-addressed envelope has been provided for your convenience.

Thank you for your assistance.

Dmc
9-17-98

Articles of Incorporation
Of
AIT Adventures, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

Article I / Name

The name of the corporation shall be:

AIT Adventures, Inc.

The address of the principal office of this corporation shall be 2950 N.W. 22nd Terrace, Pompano Beach, Florida 33069 and the mailing address shall be the same.

Article II / Nature of Business

This corporation is formed to coordinate and conduct fitness programs and adventures. The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III / Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

Article IV / Registered Agent / Address

The street address of the initial registered office of the corporation shall be 8801 Wiles Road, #302, Coral Springs, Florida 33067 and the name of the initial registered agent of the corporation at that address is **Tonette Carbone**.

Article V / Term of Existence

This corporation is to exist perpetually.

Article ~~VI~~ / Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

Tonette Carbone
8801 Wiles Road, #302
Coral Springs, FL 33067

Diane Michaud
21 Grove Way
Delray Beach, FL 33444

Article ~~VII~~ / Officers

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President / Secretary Diane Michaud
21 Grove Way
Delray Beach, FL 33444

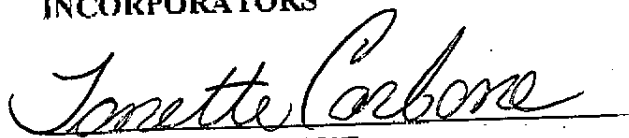
Vice-President / Treasurer Tonette Carbone
8801 Wiles Road, #302
Coral Springs, FL 33067

Article ~~VIII~~ / Incorporator

The name and street address of the incorporator to these Articles of Incorporation is **Tonette Carbone** at 8801 Wiles Road, #302, Coral Springs, Florida 33067.

The undersigned incorporators, have hereunto set their hands and seals this ____ day of September, 1998.

INCORPORATORS


TONETTE CARBONE


DIANE MICHAUD

**Acceptance of Registered Agent
Designated in Articles of Incorporation**

FILED

98 SEP 14 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **TONETTE CARBONE**, having been named as Registered Agent and to accept service of process in the above and foregoing Articles, 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 I am familiar with and accept the obligations of my position as Registered Agent under Florida law.

REGISTERED AGENT:

BY:

**TONETTE CARBONE**