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Florida Department of State  
Division of Corporations  
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## To:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

AEROBIC LEARNING SYSTEMS, INC.

|                       |         |
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ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

AEROBIC LEARNING SYSTEMS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is:

**AEROBIC LEARNING SYSTEMS, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: to engage in and carry on any activity or business permitted under the Laws of the United States and the State of Florida, and to have and exercise all of the powers conferred by the Laws of the State of Florida upon corporations formed hereunder, and to do any or all of the things hereinafter set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

ARTICLE III

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock at \$1.00 par value each, which shares shall be designated "Common Shares".

Prepared by:

STEVEN J. GUTTER, ESQ.  
Kahn & Gutter  
8211 W. Broward Boulevard, PH4  
Plantation, FL 33324  
(954) 475-8880 FBN-207 421

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ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than

\$500 and no/100 (\$\_\_\_\_\_) Dollars.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

AEROBIC LEARNING SYSTEMS, INC.  
6710 W. Sunrise Boulevard, Suite 110  
Plantation, FL 33313

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII

DIRECTORS

The names and post office addresses of the members of the first Board of Directors who, subject to any governing bylaws, agreements, and/or the Laws of the State of Florida, shall hold office either for the first year of the corporation's existence, or until a successor is elected and has qualified, are:

MICHAEL R. LOSS

6710 W. Sunrise Boulevard, Suite 110  
Plantation, FL 33313

PAMELA LOSS

6710 W. Sunrise Boulevard, Suite 110  
Plantation, FL 33313

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The number of directors may be increased or diminished from time to time pursuant to either any ByLaws adopted or pursuant to the Laws of the State of Florida.

**ARTICLE VIII**

**SUBSCRIBERS**

The name and post office address of the subscriber of these Articles of Incorporation are:

**STEVEN J. GUTTER**

**8211 W. Broward Blvd., PH4  
Plantation, FL 33324**

**ARTICLE IX**

**OFFICERS**

The names and street addresses of the officers of this corporation, who shall hold office until the organizational meeting of the corporation and until their successors are duly elected and have duly qualified, are:

**President**

**MICHAEL R. LOSS  
6710 W. Sunrise Boulevard, Suite 110  
Plantation, FL 33313**

**Vice Pres.**

**PAMELA LOSS  
6710 W. Sunrise Boulevard, Suite 110  
Plantation, FL 33313**

**ARTICLE X**

**AMENDMENTS**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and then submitted to all Shareholders entitled to vote thereon.

**ARTICLE XI**

**REGISTERED AGENT**

The name and address of the initial Registered Agent of the corporation who shall accept service of process within this State on behalf of the corporation is as follows:

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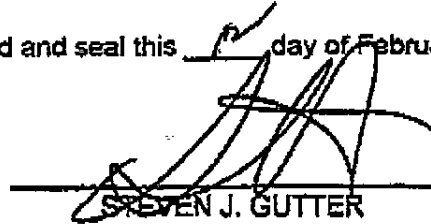
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NAME

STEVEN J. GUTTER

ADDRESS8211 W. Broward Blvd., PH4  
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned, being the original subscriber of the foregoing  
Articles of Incorporation, has hereunto set his hand and seal this 12 day of February, 1999.

  
STEVEN J. GUTTER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

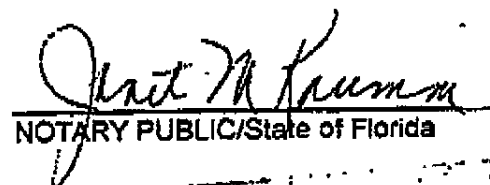
I hereby acknowledge acceptance of the appointment as Registered Agent upon whom  
services of process may be made.

  
STEVEN J. GUTTER

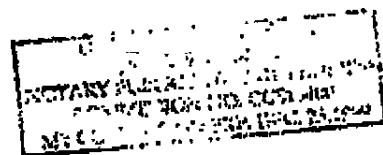
STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned  
authority, the following named person, to wit: STEVEN J. GUTTER known to me to be the person  
described herein and who executed the foregoing named instrument, as his free and voluntary act  
and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this 12 day  
of February, 1999.

  
NOTARY PUBLIC/State of Florida

My Commission Expires:  
Commission #



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