

P99000053282

FIRST FLORIDA TITLE COMPANY
2490 Coral Way, Suite 401, Miami, FL 33145; 305/858-1814

June 4, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 33314

FILED
SECRETARY OF CORPORATIONS
99 JUN -9 AM 8:06
800002899028-3
-06/09/99--01031--018
*****78.75 *****78.75

Re: Filing of Articles of Incorporation
THE ULTIMATE CHALLENGE, Inc.

Dear Sir or Madam:

With regard to the above enclosed please find the original Articles of Incorporation and a copy of same, Also, enclosed is a check to the Secretary of State for \$78.75 for filing fees. Please process this at your earliest convenience and return a certified copy of the Articles of Incorporation.

Should you have any questions please do not hesitate to contact me.

Thank you.

Sincerely,

George L. Garcia
George L. Garcia, Pres.

Enclosure: Articles of Incorporation

D. BROWN JUN 1 1 1999

ARTICLES OF INCORPORATION

OF

THE ULTIMATE CHALLENGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 AM 8:03

Article I - Name

The name of this corporation is **THE ULTIMATE CHALLENGE, INC.**

Article II - Purpose

This organization is organized for the purposes of health and fitness consulting and doing any and all services allowed by law.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

**Article IV - Principal Office and Initial Registered
Office and Agent**

The street address of the principal office and initial registered office of this Corporation, which are the same, and the name and address of the initial registered agent is:

**Gerri L. Pearson
7800 Red Road, #307
Miami, Florida 33143**

Article V - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

Name

Address

Gerri L. Pearson 7800 Red Road, Suite 307
President/Secretary Miami, FL 33143

Article VI - Incorporators

The name and address of the initial incorporator of this corporation is as follows:

Name	Address
Gerri L. Pearson	7800 Red Road, Suite 307 Miami, FL 33143

Article VII - Powers

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article VIII - Indemnification

Any person made a party or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, or whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the corporation, or any other corporation, partnership, joint venture, trust or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article IX - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of June, 1999.

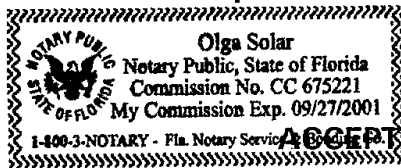
[Signature]
Incorporator/Director

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by and the affiant is personally known to me or has produced the following identification:

Driver's License this 4 day of June, 1999.

My Commission expires:



[Signature]
Notary Public, State of Florida
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE ULTIMATE CHALLENGE, INC. at the place designated in the Articles of Incorporation, GERRI L. PEARSON agrees to act in this capacity, and agrees to comply with provisions of Section 48.091 Fla.Stat.(1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated 6/4/99

[Signature]
GERRI L. PEARSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 AM 8:03