

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

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July 15, 1999

Florida Secretary of State- Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/19/99-01095--006
*****70.00 *****70.00

RE: FITLINK TRAINING SYSTEMS, INC..

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for filing on behalf of the corporation referenced above. Please file the articles and return a stamped copy to me. I have enclosed a check in the amount of \$70.00 to cover the filing fee.

Should you have any questions regarding same, please do not hesitate to call me.

Very truly yours,

Mercedes Padin
Mercedes Padin

MP:mmc
Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. Purinton JUL 26 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

FITLINK TRAINING SYSTEMS, INC.

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is FITLINK TRAINING SYSTEMS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 3201 N.W. 116th Street, Miami, FL 33167

The mailing address, wherever located, of the corporation is 3201 N.W. 116th Street, Miami, FL 33167

THIRD: The number of shares that the corporation is authorized to issue is 100,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 19495 Biscayne Boulevard, Suite 606, Aventura, FL 33180.

The name of the initial registered agent of the corporation at the said registered office is Buchanan Ingersoll Professional Corporation.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

ADDRESS

Mercedes Padin

19495 Biscayne Blvd., Suite 606
Aventura, Florida 33180-2320

SIXTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To lease, purchase, or otherwise acquire, own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, and otherwise handle, manage, operating, deal in, and dispose of real and personal property.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(b) franchises, licenses, grants, and concessions.

To engage in commerce of any kind.

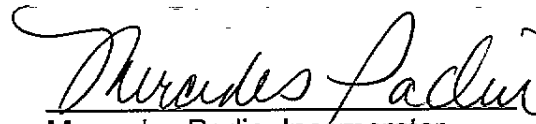
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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 a person.

NINTH: The corporate existence of the corporation shall begin upon the filing of these Articles of Incorporation.

Signed on July 14, 1999.

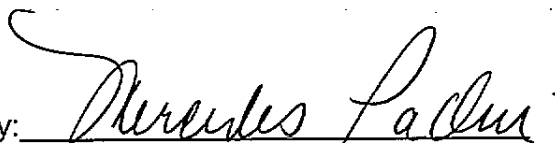

Mercedes Padin, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

Buchanan Ingersoll Professional Corporation, a Pennsylvania corporation authorized to transact business in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Signed on July 14, 1999.

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: 
Its Agent, Mercedes Padin

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