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WOLFE, YOUNG, O'BAKER & COMPANY *Accountants & Tax Consultants*

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

July 21, 1999

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

800002939818--9
-07/23/99--01040--005
*****78.75 *****78.75

Re: Fit For Fun, Inc.

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return all correspondence concerning this matter to the following:

Clyde E. O'Baker
Wolfe, Young, O'Baker & Company
101 Sunnyside Road, Suite 200
Casselberry, Florida 32707

A Federal Express envelope is provided to speed up the processing.

Should you have any questions, please do not hesitate to call this office at 407-339-9000.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

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99 JUL 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WYO

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**ARTICLES OF INCORPORATION
OF
FIT FOR FUN, INC.**

Article I - Name

The name of the corporation is: **Fit For Fun, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office of this corporation is: 320 Hannibal Square East, Winter Park, Florida 32789. The name of the initial registered agent of this corporation at that address is: Sergio Von Schmeling.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Sergio Von Schmeling, 1531 Lasbury Avenue, Winter Park, Florida 32792.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Sergio Von Schmeling, 320 Hannibal Square East, Winter Park, Florida 32789.

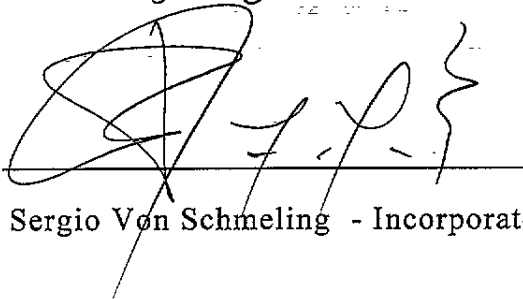
Article IX - Initial Officer

The name and address of initial officer shall be: Sergio Von Schmeling, 1531
Lasbury Avenue, Winter Park, Florida 32792 - President/
Secretary/Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained
in these Articles of Incorporation or any amendment hereto, and the by-laws of
the corporation when adopted, and any right conferred upon the shareholders is
subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation the 15th day of July A.D., 1999.

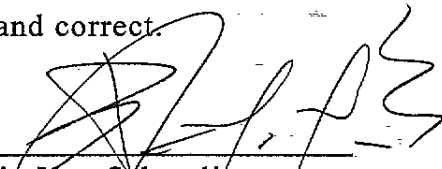


Sergio Von Schmeling - Incorporator

STATE OF FLORIDA

COUNTY OF Orange:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Sergio Von Schmeling**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

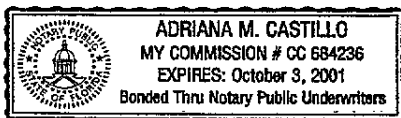

Sergio Von Schmeling

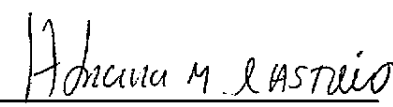
Form of I.D. Personally known

I.D. # _____

Expiration _____

SWORN and SUBSCRIBED to before me this 15 day of July,
A.D., 1999.




Notary Public, State of Florida
AT LARGE

My Commission Expires: 10 3 2001
(N.P. Seal)

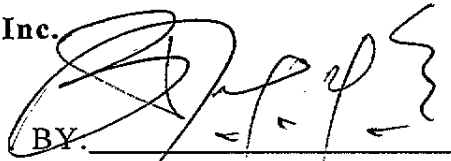
State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Section
48.091, Florida Statutes.

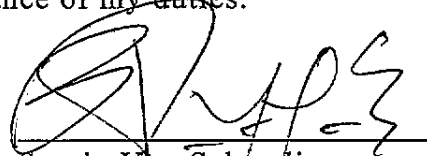
Fit For Fun, Inc., a corporation organized under the laws of the State of
Florida, with its principal office at: 320 Hannibal Square East, Winter Park,
Florida, has named **Sergio Von Schmeling**, at that address, as its Agent to
accept service of process within this State.

Fit For Fun, Inc.


BY _____
Sergio Von Schmeling
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


Sergio Von Schmeling
Registered Agent

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99 JUL 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA