

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

99000089645

Innovative Fitness, Inc.

600003009946--3
-10/08/99--01062--016
*****78.75 *****78.75

625-621
W99-23279

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

EFFECTIVE DATE
10/4/99

FILED
99 OCT -8 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT -8 AM 11:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

TS 10/11/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: INNOVATIVE FITNESS, INC.
Ref. Number: W99000023279

We have received your document for INNOVATIVE FITNESS, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00048881

ARTICLES OF INCORPORATION OF INNOVATIVE FITNESS, INC.

ARTICLE I - NAME

The name of this corporation is Innovative Fitness, Inc., 1440 Melrose Street, Cocoa, Florida 32922.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - EFFECTIVE DATE

The date of commencement of corporation existence shall be October 4, 1999.

ARTICLE IV - NATURE OF BUSINESS

This corporation shall have the power to do any act in business or commerce as is now or hereafter may be authorized under the provisions of Chapter 607, Florida Statutes 1997.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Thirty Thousand (30,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share.

ARTICLE VI - REGISTERED AGENT AND OFFICE AND RESIDENT AGENT

The registered agent and resident agent upon whom service of process may be effected for the corporation is Michael James Shannon, and the registered office is 1440 Melrose Street, Cocoa, Florida 32922. Michael Jmaes Shannon is also the incorporator at the at the same address.

ARTICLE VII - DIRECTORS

This corporation shall have one director (1) initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders. The initial director is Michael James Shannon.

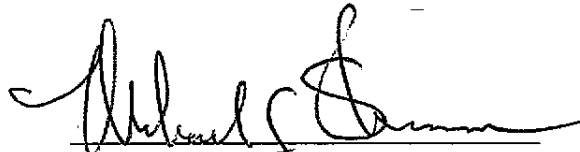
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT AND RESIDENT AGENT

I hereby accept the foregoing designation as Registered Agent and Resident Agent at the
Registered Office as referred to in Article VI of these Articles of Incorporation.

DATED: September 22, 1999


MICHAEL JAMES SHANNON
Registered Agent/Incorporator

FILED
99 OCT -8 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA