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Florida Department of State

Division of Corporations
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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

EXERLIFE CORPORATION

Certificate of Status	0
Certified Copy	1
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M. Culligan DEC 3 0 1999

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ARTICLES OF INCORPORATION
OF
EXERLIFE CORPORATION

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is **EXERLIFE CORPORATION**.

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000,000 shares of common stock. Such

Prepared by:
Jan Michael Morris, Esq.
Post Office Box 276153
Boca Raton, Fl 33427
Fla. Bar No: 651291

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shares shall be of single class and shall have a par value of $0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 1054 SW 5th Street, Boca Raton, FL 33486. The Registered Agent shall be Jan Michael Morris, Esq. , whose address is 6622 Patio Lane, Boca Raton, Florida 33433.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5), unless specifically amended by 2/3's majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be :

Andrew Arenstein
Ronald Funk
Clive Berman

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

JAN MICHAEL MORRIS PO Box 276153
Boca Raton, Fl. 33427

ARTICLE EIGHT - INITIAL OFFICERS

The initial officers of the corporation shall be appointed by the Incorporator or his successor within 30 days from the date

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herein. until his successor(s) are appointed.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify and hold its officers, directors and incorporators harmless from any and all claims, (including attorney's fees) including, but not limited to, any claim for negligent or intentional acts.

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24 day of Dec, 1999.

JAN MICHAEL MORRIS, Incorporator

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CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach and the State of Florida, has named, JAN MICHAEL MORRIS, 6622 Patio Lane, Boca Raton, Florida 33433 as its agent to accept service of process within its State.

INCORPORATOR

DATED: 12/29/99

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.

RESIDENT AGENT
6622 Patio Lane
Boca Raton, Fl. 33433

DATED: 12/29/99

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