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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SPINING AT DORAL 107 PLACE INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SPINNING AT DORAL 107 PLACE INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SPINNING AT DORAL 107 PLACE INC.

The principal place of business of this corporation shall be: 6468 N.W 109th Avenue
Miami FL 33178

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 5000 @
authorized to have outstanding at any one time is: \$1.00
FIVE THOUSAND @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

FERNANDO CEVALLOS, PRESIDENT
6468 N.W 109th Avenue
Miami FL 33178
MARIA G. CEVALLOS, VICE-PRESIDENT
6468 N.W 109th Avenue
Miami FL 33178
HAIMAR HERNALIZ, SECRETARY
6468 N.W 109th Avenue
Miami FL 33178

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

HAIMAR HERNANDEZ 50%
6468 N.W 109th Avenue
Miami FL 33178

MARIA G. CEVALLOS 50%
6468 N.W 109th Avenue
Miami FL 33178

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8 day of November, 2000.

~~Signature(s) of Incorporator(s)~~

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CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SPINNING AT DORAL 107 PLACE INC.

2. The name and address of the registered agent and office is:

FERNANDO CEVALLOS

6468 N.W 109th Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33178

(CITY/STATE/ZIP)

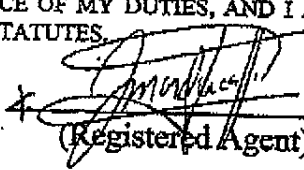
SIGNATURE 

(Corporate Officer)

TITLE President

DATE November 7, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

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