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LAW OFFICES  
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MIAMI, FLORIDA 33133

JACK L. HERSKOWITZ  
BOARD CERTIFIED IN CIVIL TRIAL LAW  
JON M. HERSKOWITZ

TELEPHONE (305) 670-0101  
FAX (305) 670-2135

May 2, 1995

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

800001477453  
-05/05/95--01073--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FITNESS ADVISOR, INC.

Gentlemen:

Enclosed herein you will find the Articles of Incorporation of Fitness Advisor, Inc., together with a check in the amount of \$122.50 for filing same. Please file this corporation and return to me a certified copy and a certificate indicating that the corporation has been properly filed and is authorized to do business in Florida.

Thank you for your courtesy and cooperation and if you have any questions, please do not hesitate to contact me.

Very truly yours,

*Jack L. Herskowitz*  
JACK L. HERSKOWITZ

JLH:elg  
Enclosures

MAY 10 1995

BSB  
SECRETARY OF STATE  
MAY -5 PM 7:25  
FILED

ARTICLES OF INCORPORATION  
OF  
FITNESS ADVISOR, INC.

FILED  
MAY -5 AM 7:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY, that we, the undersigned hereby associate ourselves into a Corporation pursuant to the provisions of the law of the State of Florida providing for the information of corporations for profits, for the purposes and with the powers herein mentioned, and to that end we do by this Certificate set forth:

I.

The name of the Corporation is: **FITNESS ADVISOR, INC.**

II.

The general nature of the business or businesses is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The Corporation shall do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them. The specific nature of the business is to engage in all aspects of the physical fitness business.

III.

The Corporation shall have a perpetual existence.

IV.

The street address of the principal office of the company is: 9100 South Dadeland Boulevard, Datan One, Suite 1404, Miami, Florida 33156. Other offices for the transaction of business may be located wherever the Directors may deem necessary or proper.

V.

The Corporation has designated as its initial registered agent: Jack L. Herskowitz, Esquire, 9100 South Dadeland Blvd., Suite #1404, Miami, Florida 33156.

VI.

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time according to the By-Laws but shall never be less than one (1). The Board of Directors shall have their compensation fixed by the stockholders of the Corporation.

VII.

The names and post office addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, and By-Laws subsequently adopted, and the acts of the Legislature of the State of Florida under which this Corporation is organized shall hold office until the first annual meeting of the Corporation's stockholders or until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Allan Herskowitz - President	8820 S.W. 105 Street Miami, Florida 33176
Bill Foran - Secretary/Treasurer	8820 S.W. 105 Street Miami, Florida 33176

VIII.

The Directors may be divided into classes as shall be more specifically provided in the By-Laws of the Corporation.

IX.

The name and post office address of each Incorporator of this Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Allan Herskowitz	8820 S.W. 105 Street Miami, Florida 33176
Bill Foran	8820 S.W. 105 Street Miami, Florida 33176

X.

The Shareholders may enter into such agreement as they may deem proper and necessary to carry out the operation of the corporation. Should such agreement be actively spread upon the minutes of the corporation at any meeting, then, and in that event, the Directors and Officers shall be bound by its terms, covenants and conditions of such agreement.

XI.

The Shareholders may enter into such agreements between themselves, provided they be in writing and signed by the Shareholders, which agreements may provide that in exercising any voting rights the shares held by them shall be voted as provided in the agreement. Any such agreement executed between the parties to which they all have actually assented may provide for the manner of management of the business, the division of profits, and any such other matters as the parties deem appropriate. To the extent that such agreements may be executed, the Board of Directors shall be relieved from any liability for their acts or omissions to the extent and as long as the discretion or the powers of the Board of Directors in the management of the corporate affairs are controlled by such agreements.

XII.

The Corporation shall have the power to indemnify any Director, Officer, employee or agent of the Corporation for any actions which may be brought against them resulting from the performance of their duties for the Corporation as provided by Section 607.05 of the Florida Statutes. In granting such indemnification, the Directors shall consider the action of said Board on an individual case and upon a determination that indemnification would be appropriate will recommend such to the shareholders of the Corporation who may vote to grant such indemnification. Nothing contained herein shall prevent the shareholders from purchasing such insurance policies or other manners of indemnification as they may deem proper.

XIII.

The Corporation shall keep books and records which are adequate and necessary to the operation of the Corporation, and shall cause to be issued each year to its shareholders, a balance sheet and profit and loss statement. These statements may not be certified unless the shareholders shall so determine by separate resolution.

XIV.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the statutes, and all rights conferred upon the shareholders herein, are granted subject to this reservation.

XV.

This Corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

The Corporation may issue its shares for property, labor or services after a determination of just valuation of said property, labor or services. The Directors may fix such value provided, however, that at no time may they issue more than 100% of the shares of the Corporation for property, labor or services without first having obtained the approval of the shareholders.

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

XVI.

One Hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of Fifty One percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

IN WITNESS WHEREOF the undersigned incorporator has executed the foregoing Articles of Incorporation this 2<sup>ND</sup> day of MAY, 1995.

Allan Herskowitz  
Allan Herskowitz

Bill Foran  
Bill Foran

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 2<sup>ND</sup> day of MAY, 1995, personally appeared Allan Herskowitz and Bill Foran, who are personally known to me or has produced satisfactory evidence of identification pursuant to Florida Statute 117.05, and who signed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Ellen Grasso  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:

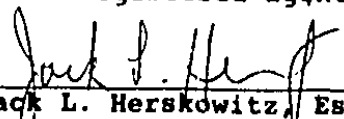
OFFICIAL NOTARY SEAL  
ELLEN GRASSO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC358578  
MY COMMISSION EXP. MAR. 23, 1998

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

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First, that FITNESS ADVISOR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Jack L. Herskowitz, Esquire, 9100 South Dadeland Blvd, Suite #1404, Miami, Florida 33156, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept Service of Process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Jack L. Herskowitz, Esquire

May 2, 1995  
\_\_\_\_\_  
Date

FILED  
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