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0409 EAST GAINES STREET MIAMI FL 33135- 02-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE (305) 541-3694
FAX: (305) 541-3770
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NAME: PHYSIQUES OF THE FUTURE, INC.
FAX AUDIT NUMBER: H00009468 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/09/1996 TIME REQUESTED: 10:55:37
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ARTICLES OF INCORPORATION

OF

PHYSIQUES of the FUTURE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation and it's principal place of business is: PHYSIQUES of the FUTURE, INC., 9521 Fontainebleau Blvd., Suite Two Miami, FL 33172

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of $75.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

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

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

SILVIO GILBERTO HIDALGO
9521 Fontainebleau Blvd., Suite Two
Miami, FL 33172

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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Robert D. Korner, Esq.
FL. Bar No. 108397
(305) 446-3587

3211 Ponce de Leon Blvd.
Suite 204
Coral Gables, FL 33134

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ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial director of this Corporation and their street addresses are:

SILVIO GILBERTO HIDALGO	10360 SW 150 Ct, Miami, FL 33186
CARLOS PENA	1633 SW 138 Pl, Miami, FL 33175

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. OFFICERS

SILVIO GILBERTO HIDALGO	President
CARLOS PENA	Vice-President

ARTICLE X. INCORPORATORS.

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator are:

SILVIO GILBERTO HIDALGO	10360 SW 150 Ct, Miami, FL 33186
CARLOS PENA	1633 SW 138 Pl, Miami, FL 33175

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

A. Initial shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

SILVIO GILBERTO HIDALGO	Sixty (60%) percent
CARLOS PENA	Forty (40%) percent

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on

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the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer purchase.

ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

ARTICLE XV. MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII. DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII. SECTION 1244 STOCK

Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1244 Stock.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on July 8, 1996.

CARLOS PENA
Incorporator

SILVIO GILBERTO HIDALGO,
Incorporator

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared SILVIO GILBERTO HIDALGO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on July 8, 1996.

Notary Public, Florida

DONNA L. SCHAEFFER
MY COMMISSION # CC 478881
EXPIRES: September 2, 1998
Bonded Thru Notary Public Underwriters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S CERTIFICATE

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

In accordance with Chapter 617.023, Florida Statutes, the following is submitted:

PHYSIQUES of the FUTURE, INC.

desiring to organize under the laws of the State of Florida, with its registered agent's office located at 9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172 County of Dade, State of Florida, has named SILVIO GILBERTO HIDALGO located at said address as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

SILVIO GILBERTO HIDALGO

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