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FLORIDA PROFIT CORPORATION OR P.A.

downtown sportfit rehab & training, inc.

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7/21/04

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 21, 2004

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SUBJECT: DOWNTOWN SPORTFIT REHAB & TRAINING, INC.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOWNTOWN SPORTFIT REHAB & TRAINING, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.
NAME

The name of this corporation is Downtown SportFit Rehab & Training, Inc., (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Lisa M. Kearns, 200 South Biscayne Boulevard, Miami, Florida 33131.

II.
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be July 14, 2004, and it shall exist perpetually thereafter, unless sooner dissolved according to law.

III.
PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.
CAPITALIZATION

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 1,000 shares of common stock, having a par value of $0.01 per share.

Prepared by: Borgognoni & Gutiérrez, LLP
Fla. Bar No.: 264016, Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

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Audit Number: _____

V.
Initial Registered Office and Agent

The initial registered office of this Corporation shall be 2665 South Bayshore Drive, Suite 200, Miami, Florida, 33133; and the initial registered agent of this Corporation at such office shall be Gregory P. Borgognoni, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process.

VI.
INITIAL DIRECTORS

The number of directors constituting the Board of Directors of this Corporation shall be determined in accordance with its Bylaws, but shall not be less than one (1). The name and addresses of the person, who is to serve as members of the initial Board of Directors is:

Name & Title	Address
Lisa M. Kearns (President, Secretary & Treasurer)	200 South Biscayne Boulevard Miami, Florida 33131

VII.
INCORPORATOR

The incorporator of this Corporation is Gregory P. Borgognoni, Esq., 2665 South Bayshore Drive, Suite 200, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on this 21 day of July, 2004.

Gregory P. Borgognoni, Esq.
Incorporator

Prepared by: Borgognoni & Gutiérrez, LLP
Fla. Bar No.: 264016, Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of this Corporation is Downtown SportFirt Rehab & Trainin g, Inc.

2. The name and address of the registered agent and the registered office is Gregory P. Borgognoni, Esq., 2665 South Bayshore Drive, Suite 200, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, *et seq.*, *Florida Statutes*, the undersigned has been named to act as the Registered Agent of this Corporation at the place designated in this certificate; and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of this Corporation; and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for this Corporation.

Date: July 21, 2004.

Gregory P. Borgognoni, Esq.
Registered Agent

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04 JUL 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Borgognoni & Gutiérrez, LLP
Fla. Bar No.: 264016, Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

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