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SECRETARY OF STATE
TALLAHASSEE FLORIDA

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Be Well Fitness Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Be Well Fitness Inc.

Article II. Address

The Corporation's mailing address is:
Be Well Fitness Inc.
2331 North 59th Avenue
Hollywood FL 33021

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Chauncey Williams
2331 North 59th Avenue
Hollywood FL 33021

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Chauncey Williams

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value $1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 20, 2005.

The undersigned incorporator executed these Articles of Incorporation on July 20, 2005.

CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President and Counsel
by D. Stoutt as attorney-in-fact

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

CORPORATION:
Be Well Fitness Inc.

REGISTERED AGENT/OFFICE:
Chauncey Williams
2331 North 59th Avenue
Hollywood FL 33021

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CHAUNCEY WILLIAMS

by D. Stoutt as attorney-in-fact

Date: 7/20/2005.

Corporate Creations International Inc.
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