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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HEALTH PALACE FITNESS CTR.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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OTHER FILINGS	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE FEB 21 2001

Examiner's Initials

ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 607.1403, FLORIDA STATUTES, THIS FLORIDA PROFIT CORPORATION SUBITS THE FOLLOWING ARTICLES OF DISSOLUTION:

FIRST: THE NAME OF THE CORPORATION IS: _____

_____ HEALTH PALACE FITNESS CTR, INC. _____

SECOND: THE DATE DISSOLUTION WAS AUTHORIZED: 02/17/2001

THIRD: ADOPTION OF DISSOLUTION (CHECK ONE)

* DISSOLUTION WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL.

* DISSOLUTION WAS APPROVED BY VOTE OF THE SHAREHOLDERS THROUGH VOTING GROUPS.

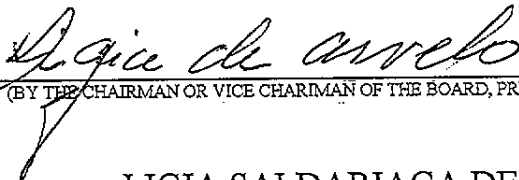
THE FOLLOWING STATEMENT MUST BE SEPRATELY PROVIDED FOR EACH VOTING GROUP ENTITLED TO VOTE SEPRATELY ON THE PLAN TO DISSOLVE:

THE NUMBER OF VOTES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL BY

(VOTING GROUP)

SIGNED THIS 19 DAY OF FEB 2001.

SIGNATURE



(BY THE CHAIRMAN OR VICE CHARIMAN OF THE BOARD, PRESIDENT, OR OTHEER OFFICER)

LIGIA SILDARIAGA DE ARVELO

(TYPED OR PRINTED NAME)

PRESIDENT

(TITLE)

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