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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

BEBITOS ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
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B. McKnight FEB 23 2000

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ARTICLES OF INCORPORATION

OF

BEBITOS ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **BEBITOS ENTERPRISES, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of representing a fitness center franchise, providing personal training certification services and transacting any and all lawful business for which corporations may be formed under the Florida Business corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

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

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ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is:
1550 MADRUGA AVE, SUITE 309
CORAL GABLES, FL 33146

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:
MARIA A. VILLALOBOS
1550 MADRUGA AVE, SUITE 309
CORAL GABLES, FL 33146

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:
1550 MADRUGA AVE, SUITE 309
CORAL GABLES, FL 33146

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME	ADDRESS	TITLE
MARIA A. VILLALOBOS	1550 MADRUGA AVE, SUITE 309 CORAL GABLES, FL 33146	PRESIDENT

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

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MARIA A. VILLALOBOS
1550 MADRUGA AVE, SUITE 309
CORAL GABLES, FL 33146

ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS THEREOF, the undersigned subscriber has executed these

Articles of Incorporation on this 22 day of FEBRUARY,

2000.

Mania Angelica Villalobos
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and

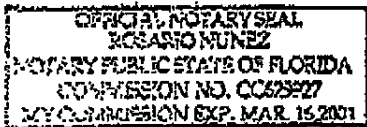
acknowledged before me on this 22 day of February, 2000

by _____

Rosario Munoz
Notary Public (or I.D. shown).
State of Florida

My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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: **BEBITOS ENTERPRISES, INC.**, desiring to organize under the laws of the state of Florida, with its principal offices as indicated in the Articles of Incorporation has named **MARIA A. VILLALOBOS** at 1550 MADRUGA AVE, SUITE 309, CORAL GABLES, FL 33146 as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

Maria Angelical Villalobos
REGISTERED AGENT

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