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LAW OFFICES

MARILYN D. GREENBLATT, P.A.

156 ALMERIA AVENUE

SUITE 203

CORAL GABLES, FLORIDA 33134

MARILYN D. GREENBLATT
ADMITTED IN FLORIDA
AND CALIFORNIA

TELEPHONE (305) 442-0506
FACSIMILE (305) 442-4848

February 25, 2000

VIA UPS OVERNIGHT DELIVERY

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/28/00--01143--015
*****78.75 *****78.75

Re: Bodyworks & Fitness Corp.
Our File No.: 0252-01

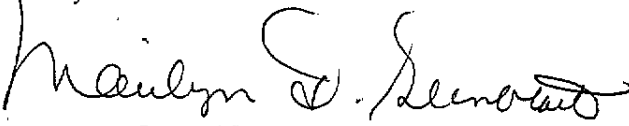
To Whom It May Concern:

Enclosed please find the original and two (2) copies of Articles of Incorporation for Bodyworks & Fitness Corp., together with Marilyn D. Greenblatt, P.A. Operating Account check number 1372 dated February 25, 2000, payable to the Department of State in the amount of \$78.75, representing payment for filing fees for this new corporation.

Kindly return the extra copy stamped "filed." A certified copy, evidencing formation of this new corporation, should be sent to the undersigned. I have enclosed a self-addressed, stamped envelope for your convenience.

Should you have any questions regarding this letter or any of the enclosures or require anything additional in connection with this matter, please do not hesitate to contact me.

Sincerely,


Marilyn D. Greenblatt

MDG

Enclosures

cc: Mr. Eduardo A. Santos

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FILED
00 FEB 28 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7

ARTICLES OF INCORPORATION

OF

BODYWORKS & FITNESS CORP.

FILED
00 FEB 28 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is BODYWORKS & FITNESS CORP. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 238 Minorca Avenue, Coral Gables, Miami, Florida 33134.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Marilyn D. Greenblatt	156 Almeria Avenue Suite 203 Coral Gables, Florida 33134

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Eduardo A. Santos	6635 S. W. 47 th Street Miami, Florida 33155
Alejandro Urbina	1009 N.W. 132 nd Court Miami, Florida 33182

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Eduardo A. Santos	6635 S. W. 47 th Street Miami, Florida 33155

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 24 day of February, 2000.



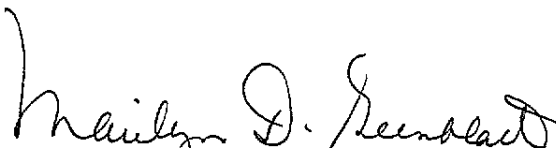
Eduardo A. Santos, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



Marilyn D. Greenblatt,
Registered Agent

FILED
00 FEB 23 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA