

BARTHOLE & ROSARIO

Professional Accountants

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P00000058542

June 7, 2000

Division of Corporations
Florida Dept. Of State
409 E. Gaines St.
Tallahassee, FL 32399

To Whom It May Concern:

Please file the enclosed Articles of Incorporation of **SoPro Fitness Co.**, as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me:


Paul A. Barthole
12855 SW 136 Ave., Ste. 213
Miami, FL 33186.

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-05/12/00--01101--015
*****70.00 *****70.00

Enclosed is a check for the \$70.00 filing fee.

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,


Paul A. Barthole
Managing Partner

PAB/pab
Enclosures(3)

FILED
00 JUN 12 AM 9:58
DIVISION OF STATE
TALLAHASSEE, FLORIDA

CA
6-16-00
5

ARTICLES OF INCORPORATION

OF

SOPRO FITNESS CO.

FILED
00 JUN 12 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

SoPro Fitness Co.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according law.

ARTICLE III

PRINCIPAL OFFICE

The principal office of this corporation shall be:

**9351 SW 45 Terrace
Miami, FL 33165**

ARTICLE IV
NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is **100** shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the bylaws.

ARTICLE VI
STOCKHOLDERS

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

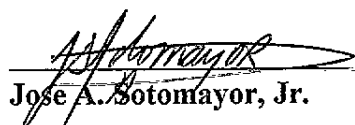
<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Jose A. Sotomayor, Jr.	100	100%

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the corporation shall be **Jose A. Sotomayor, Jr.** and the street address of the initial registered office of the corporation shall be:

**9351 SW 45 Terrace
Miami, FL 33165**

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jose A. Sotomayor, Jr.

FILED
00 JUN 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX
INITIAL OFFICERS

Jose A. Sotomayor, Jr.

9351 SW 45 Terrace
Miami, FL 33165

President

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE IX
INCORPORATOR

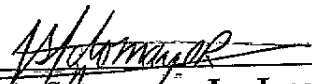
The name and street address of the incorporator of these Articles of Incorporation is:

Jose A. Sotomayor, Jr.

9351 SW 45 Terrace

Miami, FL 33165

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of June, 2000.



Jose A. Sotomayor, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared **Jose A. Sotomayor, Jr.**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 7th day of June, 2000.



Paul A. Barthole
Commission # CC 908386
Expires Feb. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public