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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/16/00--01061--015
*****78.75 *****78.75

Barbies Contenders Gym Inc.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Name (Printed or typed)

Alina Casal

Address

13400 S. W. 38th Street

City, State & Zip

Miami, FL 33175

Daytime Telephone number

(305) 326-8222

NOTE: Please provide the original and one copy of the articles.

FILED

00 JUN 16 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

aj6/21

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: **Barbies Contenders Gym Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13400 SW 38th St., Miami FL 33175

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

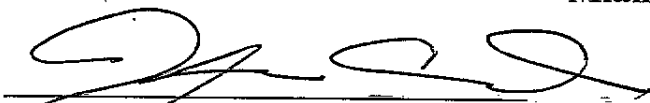
**Alina Casal
13400 S. W. 38th Street
Miami, FL 33175**

FILED
00 JUN 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

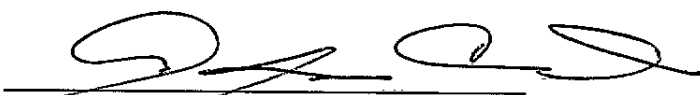
**Alina Casal
13400 S. W. 38th Street
Miami, FL 33175**


Signature/Incorporator

6-14-2000
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Signature/Registered Agent

6-14-2000
Date