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Mark A. Kaire

June 28, 2000

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

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-07/10/00--01136--010
*****78.75 *****78.75

RE: AVENTURA FITNESS CENTER, INC.

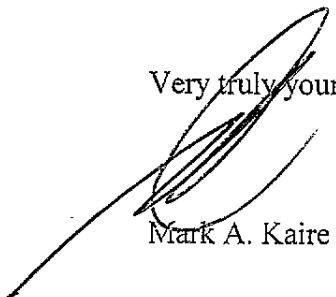
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company.
Please file the original in your office and certify and return to us one certified copy.

I am enclosing my check in the amount of \$78.75 covering:

- 1. Filing Fee
- 2. Certified copies
- 3. Registered Agent designation.

Very truly yours,



Mark A. Kaire

FILED
00 JUL 10 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAK/dr

Enclosures

aj 7/13

ARTICLES OF CORPORATION
OF
AVENTURA FITNESS, INC.

ARTICLE I

The name of this corporation shall be AVENTURA FITNESS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

18953 West Dixie Highway
North Miami Beach, Fl. 33163

ARTICLE III

The mailing address of this corporation shall be:

2501 S. Ocean Drive
814
Hollywood, FL 33019

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing
On the date of this filing of these Articles with the Department of State.

ARTICLE V

PURPOSE

This corporation is organized of the purpose of transacting
Any or all lawful business, including, but not limited to, the purpose of
Engaging in any activity or business permitted under the laws of the
United States and of the State of Florida.

FILED
00 JUL 10 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

CAPITAL STOCK

The corporation is authorized to issue 1,000 share of common stock, each at \$1.00 par value.

ARTICLE VII

PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is:

2501 S. Ocean Drive
814
Hollywood, FL 33019

The name of the initial registered agent of the corporation is, together with the agent's address:

Ali Witherspoon
2501 S. Ocean Drive
814
Hollywood, FL 33019

ARTICLE IX

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the member of the first Board of Directors and officers, all of whom shall hold office until their successors

are duly elected and qualified, are as follows:

Ali Witherspoon
2501 S. Ocean Drive
814
Hollywood, FL 33019

Director

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement hereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them or incurred by them in their capacity as officers and directors arising out of their status as such.

ARTICLE XI

INCORPORATION

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

Ali Witherspoon
2501 S. Ocean Drive
814
Hollywood, FL 33019

ARTICLE XII

BY LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

