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DISSOLUTION OR WITHDRAWAL

FITNESS WAREHOUSE OF PALM BEACH, INC.

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ARTICLES OF DISSOLUTION OF FITNESS WAREHOUSE OF PALM BEACH, INC.

Pursuant to the provisions of Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

ARTICLE I - NAME

The name of the corporation is Fitness Warehouse of Palm Beach, Inc. (the "Corporation") and is assigned document number P00000073533.

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution of the Corporation was authorized on December 30, 2005, and will become effective as of the date these Articles of Dissolution are filed with the Florida Department of State.

ARTICLE III - SHAREHOLDER APPROVAL

The number of votes by the shareholders of the Corporation for dissolution was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on the 247 day of March, 2006.

D ...

Eduardo D. Gruvman

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