

PD00000081514

Memorandum

To: The State of Florida
From: Luis Fernando Gaviria
Date: August 8th, 2000
Subject: Articles of Incorporation for ~~FITNESSMANIA INC.~~

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-08/11/00--01062--008
*****78.75 *****78.75

Attached to this memorandum are two copies of the Articles of Incorporation for FITNESSMANIA INC, and a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75). Please file one copy and return a certified copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your time and efforts.


Luis Fernando Gaviria

2544
W000-20297

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 AM 10:55

g 8/29/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 AM 10:55

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 17, 2000

LUIS FERNANDO GAVIRIA
130 ANTIQUERA #7
CORAL GABLES, FL 33134

SUBJECT: FITNESSMANIA INC.
Ref. Number: W00000020297

We have received your document for FITNESSMANIA INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 300A00044331

Articles of Incorporation of

~~FITNESSMANIA INC.~~

FITNESSMANIA 2000 INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 AM 10:55

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the FLORIDA STATUTES) hereby adopts the following Articles of Incorporation:

Article 1

- 1.1 The name of this corporation is ~~FITNESSMANIA INC.~~
FITNESSMANIA 2000 INC.

Article 2

- 2.1 The principal place of business and office of this corporation is:

130 Antiquera #7
Coral Gables, Florida 33134

Article 3

- 3.1 The purpose of this corporation is: To engage in any lawful act or activity for which a corporation may be organized under the General Laws of the State of Florida.

Article 4

- 4.1 This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock."

- 4.2 The total number of shares that the corporation is authorized to issue is Five Hundred Thousand (500,000) shares. The initial capitalization of Five Hundred Thousand (500,000) shares shall be Common Stock. The Preferred Stock may be issued from time to time in one or more series.

- 4.3 The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Article 5

5.1 The personal liability of the directors of this corporation for monetary or property damages shall be eliminated to the fullest extent permissible under the Laws of Florida.

5.2 This corporation is authorized to provide indemnification of directors, officers and agents for breach of duty to the corporation and its shareholders through bylaw provisions, agreements with agents, shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by the Laws of Florida, subject to the limits on such excess indemnification set forth in the Laws of Florida.

5.3. This corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

Article 6

6.1 The name and address of this corporation's incorporator is:

Luis Fernando Gaviria
130 Antiquera #7
Coral Gables, Florida 33134

Article 7

7.1 The name and address of this corporation's initial registered agent is:

Luis Fernando Gaviria
130 Antiquera #7
Coral Gables, Florida 33134

In witness of this, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned incorporator of this corporation executed these Articles of Incorporation creating ~~FITNESSMANIA INC.~~, this 8th Day of August, 2000.

Incorporator's Name: FITNESSMANIA 2000 INC



Luis Fernando Gaviria

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is our my act and deed.

Incorporator's Name:



Luis Fernando Gaviria

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of this corporation is ~~FITNESSMANIA INC.~~ *FITNESSMANIA 2000 INC.*
2. The name and address of this corporation's initial registered agent is:

Luis Fernando Gaviria
130 Antiquera #7
Coral Gables, Florida 33134

3. The principal place of business and office location of the corporation is:

FITNESSMANIA 2000 INC.
~~FITNESSMANIA INC.~~
130 Antiquera #7
Coral Gables, Florida 33134

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 20 AM 10:55

Having been named Registered Agent to accept service of process for the above stated corporation, I, Luis Fernando Gaviria, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Laws 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 _____

Date _____

[Signature]
8-8-2000