PCCCCCS3514 TRANSMITTAL LETTER

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

SUBJECT: ALL AROUND FITNESS, INC.

3000033**74593**-- 3 -08/28/00--01080--011 *****87.50 *****87.50

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 of Status

\$78.75

≱\$87.50

Filing Fee

Filing Fee

& Certified Copy Certified Copy

& Certificate

of Status

ADDITIONAL COPY REQUIRED

FROM:

Silvio G. Hidalgo

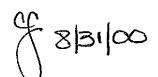
9517 Fountainbleau Blvd. Suite 001

Miami, Florida 33172

(305) 225-6413

ON VIEW SALVERSON 19: P.1

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



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: ALL AROUND FITNESS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 9517 Fontainbleau Blvd., Suite 001 Miami. Florida 33172

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1200

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Silvio G. Hidalgo

9517 Fontainbleau Blvd., Suite 001

Miami, Florida 33172

ARTICLE V INCORPORATOR

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

Silvio G. Hidalgo

9517 Fontainbleau Blvd., Suite 001

Miami, Florida 33172

Signature/Incorporator

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

Date