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JAMES R. MANN
ATTORNEY AT LAW

Via First Class U.S. Mail

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

August 30, 2000

FILED
00 SEP 25 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

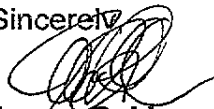
RE: Articles of Incorporation for Action Fitness, Inc.

Department of State:

Enclosed herewith please find an original and one copy of the above referenced articles of Incorporation. Also enclosed is our check in the amount of \$78.50 representing payment for the cost of said articles.

Kindly forward a certified copy of said articles to the undersigned attorney.
Thanking you in advance.

Sincerely,



James R. Mann, Esquire

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*****78.50 *****78.50

JRM/dlb
Cc: Mr. Justin Gonzalez
Enclosures

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WCC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 13, 2000

JUSTIN GONZALEZ
11077 BISCAYNE BLVD., SUITE 200
MIAMI, FL 33161

SUBJECT: ACTION FITNESS, INC.
Ref. Number: W00000022363

We have received your document for ACTION FITNESS, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 900A00048315

**ARTICLES OF INCORPORATION
OF
Action Fitness Center, Inc.**

FILED
00 SEP 25 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be Action Fitness Center, Inc.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at: 10800 Biscayne Boulevard, Miami, Florida 33161.

VII

The Board of Directors of this corporation shall consist of not less than one, nor more than 1.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Justin Gonzalez	10800 Biscayne Boulevard Miami, Florida 33161	Chairman

VIII

The registered agent and the registered office for this corporation are: Justin Gonzalez, 10800 Biscayne Boulevard, Miami, Florida 33161.

X

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Justin Gonzalez	10800 Biscayne Boulevard Miami, Florida 33161	500

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Justin Gonzalez	10800 Biscayne Boulevard Miami, Florida 33161	President, Vice President, Treasurer, Secretary

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Justin Gonzalez

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.


Justin Gonzalez

**STATE OF FLORIDA
COUNTY OF DADE**

I hereby certify that on this day personally appeared Justin Gonzalez, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Florida, Dade County, this 20th day of September, 2000.


Notary Public

 James R Mann
My Commission CC732783
Expires April 12, 2002