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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

spirit & body gym, inc.

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ARTICLES OF INCORPORATION

OF

SPIRIT & BODY GYM, INC.

ARTICLE I

The name of the Corporation is: SPIRIT & BODY GYM, INC.

Principal Office: 16178 N.W. 27TH AVENUE
MIAMI, FLORIDA 33054

ARTICLE II

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of One-Dollar (\$1) par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

CUMULATIVE VOTING

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is nonvoting) shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice-president of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors, that such shareholders intend to cumulate his vote at said election.

Prepared by:
NASHID SABIR, ESQUIRE
18350 N.W. 2 Avenue, 5th Floor
Miami, Florida 33169
(305) 770-1778
Fla. Bar No.: 363091

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ARTICLE V H 00000052398

PREEMPTIVE RIGHTS

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Milton Felton, Jr.

INITIAL REGISTERED OFFICE: 16178 N.W. 27th Avenue
Miami, FL 33054

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


MILTON FELTON, JR.
REGISTERED AGENT:

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ARTICLE VIII H 00000052398

INITIAL BOARD OF DIRECTOR(S)

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name(s) and address(es) of the initial directors of the Corporation are:

<u>Name(s)</u>	<u>Address(es)</u>
Eugene Poole	12901 N.W. 22 nd Court Miami, FL 33167
John Henry	166 N.W. 84 th Street Miami, FL 33150
Milton Felton, Jr.	18800 N.W. 2 nd Avenue #220E Miami, FL 33169

ARTICLE IX

INITIAL OFFICER(S)

The name(s) and address(es) of the initial Officers of the Corporation is(are):

Eugene Poole, President
John Henry, Vice-President
Milton Felton, Jr., Secretary/Treasurer

ARTICLE X

INITIAL SHAREHOLDER(S)

The name(s) of the initial stockholder(s) of the Corporation as well as their respective shares is(are):

<u>Name(s)</u>	<u>Share(s)</u>
Eugene Poole	25%
John Henry	25%
Milton Felton, Jr.	50%

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ARTICLE XI

SPECIAL VOTE REQUIREMENTS

The following acts of the Corporation shall not be performed without the written consent of affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) amendment of the Articles of Incorporation
- (2) amendment of the Bylaws of the Corporation
- (3) increase of the capital stock of the Corporation
- (4) voluntary bankruptcy of the Corporation
- (5) dissolution of the Corporation
- (6) change in preemptive rights in the corporate stock
- (7) abolition of cumulative voting

ARTICLE XII

INCORPORATOR

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

INCORPORATOR: Milton Felton Jr.

ADDRESS: 16178 N.W. 27th Avenue, Miami, FL 33054

Milton Felton Jr.
MILTON FELTON, JR.
Incorporator

Personally appeared before me, the undersigned authority, Milton Felton, Jr. who signed the foregoing Affidavit in my presence and who being by me first duly sworn, deposes and says that he/she knows the contents of said Affidavit.

Witness my hand and official seal at Miami, Florida this 22 day of Sept, 2000.

Maydelin G. I.
Name of Notary Public
My commission expires:

Maydelin G. I.
Signature of Notary

Affiant Known x Produced I.D.
Type of ID. Florida Driver License



Maydelin G. I.
MY COMMISSION # CC055996 EXPIRES
July 20, 2004
BONDED THROUGH TROY PARK INSURANCE, INC.

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