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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**TOTAL FITNESS CENTER, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
TOTAL FITNESS CENTER, INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: TOTAL FITNESS CENTER, INC. (Hereinafter referred to as "the corporation"). Its mailing address is 8182 NW 103 Street, Hialeah Gardens, Florida 33016.

II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation shall be permitted to conduct any business as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue One Hundred and Fifty (150) shares of Ten and No/100 Dollar (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Maria E. Liriano and her address is 10621 North Kendall Drive, Suite 204, Miami, Florida 33176.

Prepared by:  
Alexander G. Cubas, PA  
10621 N. Kendall Drive, Suite 204  
Miami, Florida 33176

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

NAME	ADDRESS
Andres R. Liriano	8182 NW 103 Street Hialeah Gardens, Florida 33016
Abraham Latras	8182 NW 103 Street Hialeah Gardens, Florida 33016
Carlos Ramirez	8182 NW 103 Street Hialeah Gardens, Florida 33016

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BY-LAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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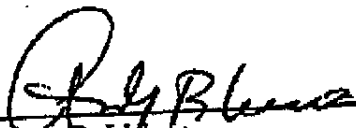
ARTICLE IX - INCORPORATORS

The name(s) of the person(s) signing these Articles of Incorporation is/are Andres R. Liriano, and his address is: 8182 NW 103 Street, Hialeah Gardens, Florida 33016.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16<sup>th</sup> day of October, 2000.

  
\_\_\_\_\_  
Andres R. Liriano L.S.  
Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

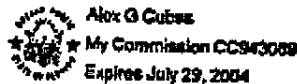
BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared Andres R. Liriano, who is personally known to me, or who produced the following identification Pass. My License, to be the person described herein as the subscriber and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he did execute and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 16<sup>th</sup> day of October, 2000, in Miami, County of Miami-Dade, in the State of Florida.



NOTARY PUBLIC, State of Florida

My Commission Expires:



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## TOTAL FITNESS CENTER, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES §607, THE FOLLOWING IS SUBMITTED:

FIRST — That TOTAL FITNESS CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, in the State of Florida, has named Maria E. Liriano, whose address is 10621 North Kendall Drive, Suite 204, in the City of Miami, Miami-Dade County, in the State of Florida, as its registered agent to accept service of process within the State of Florida.

## ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF THOSE DUTIES.

DATED this 16<sup>th</sup> day of October, 2000.

By: Maria E. Liriano  
Maria E. Liriano  
Registered Agent

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