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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Elite Personal Trainers, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

PM 11/22/00

**ARTICLES OF INCORPORATION
OF
ELITE PERSONAL TRAINERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 ELITE PERSONAL TRAINERS, INC. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2900 NW 75th Street, Suite 301, Miami, Florida 33147.

ARTICLE III NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of one (\$1.00) dollar per share.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

**Guillermo Fernandez
2900 NW 75th Street, Suite 301
Miami, Florida 33147**

ARTICLE VI INCORPORATOR

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

**Guillermo Fernandez
2900 NW 75th Street, Suite 301
Miami, Florida 33147**

ARTICLE VII OFFICERS AND DIRECTORS

The initial board of directors of the corporation shall be composed of two directors. The name and address of the initial officers and directors who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

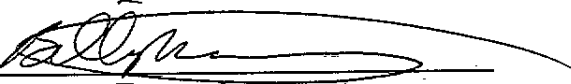
**Guillermo Fernandez
2900 NW 75th Street, Suite 301
Miami, Florida 33147**

President and Treasurer

**Nicolas Soto
2900 NW 75th Street, Suite 301
Miami, Florida 33147**

Vice President and Secretary

The undersigned Incorporator has executed these Articles of Incorporation this 21 day of November, 2000.


Guillermo Fernandez

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is: **ELITE PERSONAL TRAINERS, INC.**
2. The name and address of the registered agent and office is:

**Guillermo Fernandez
2900 NW 75th Street, Suite 301
Miami, Florida 33147**

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 the 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.


Guillermo Fernandez, Registered Agent

Dated: 11/21, 2000