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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****PEGASUS FITNESS, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**PEGASUS FITNESS, INC.**

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

PEGASUS FITNESS, INC.

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

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ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

CESAR A. BERTOLOTTI  
1425 S.W. 102<sup>nd</sup> Place  
Miami, Florida 33174

ARTICLE VI

MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION

The mailing address of the Corporation is:

1425 S.W. 102<sup>nd</sup> Place  
Miami, Florida 33174

The principal office of the Corporation as of the date of execution of these Articles, and is:

1425 S.W. 102<sup>nd</sup> Place  
Miami, Florida 33174

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

CESAR A. BERTOLOTTI  
1425 S.W. 102<sup>nd</sup> PLACE  
MIAMI, FLORIDA 33174

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

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ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator of the corporation is:

CESAR A. BERTOLOTTI  
1425 S.W. 102<sup>ND</sup> PLACE  
MIAMI, FLORIDA 33174

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 20<sup>th</sup> day of December, 2000.

  
Cesar A. Bertolotti, Incorporator

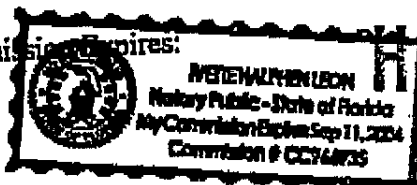
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, personally appeared CESAR A. BERTOLOTTI, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 20<sup>th</sup> day of December, 2000.

  
Notary Public

My Commission Expires:



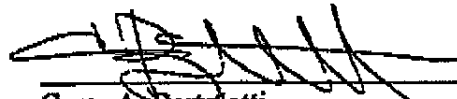
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PEGASUS FITNESS, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 20<sup>th</sup> day of December, 2000.

  
Cesar A. Bertolotti

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