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Florida Department of State
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To:

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

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

HeartsFit, Inc.

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ARTICLES OF INCORPORATION
OF

HeartsFit, Inc.

FILED
01 MAR - 1 AM 8:55
CLERK OF DISTRICT COURT
JULIA S. B. 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 is **HeartsFit, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **20525 S.W. 5th Street, Pembroke Pines, FL 33029.**

ARTICLE III: CAPITAL STOCK

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

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Alberto F. Gomez, Jr., 400 N. Tampa St., Suite 1160, Tampa, FL 33602.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is 100% Shareholder/ President/ Director: Manuel Castro, 20525 S.W. 5th Street, Pembroke Pines, FL 33029.

The undersigned has executed these Articles of Incorporation this 1st day of March 2001.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

Stacey Leggett

CAPITAL CONNECTION
CAPITAL CONNECTION

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02/27 '01 11:08 NO.726 03/03

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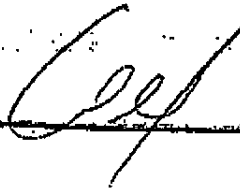
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: HeartsFit, Inc.
2. The name and street address of the registered agent and office is: 400 N. Tavares St Suite 1160
Tampa, FL 33602
Alberto F. Gomez, Jr.

HAVE 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 ALL 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.



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=> CAPITAL CONNECTION ,TEL=850 222 1222

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