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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN GYMSTERS CORPORATION

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
AMERICAN GYMSTERS CORPORATION

ARTICLE I-CORPORATE NAME

The name of this Corporation is : AMERICAN GYMSTERS CORPORATION

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the Laws of the State of Florida, and specially in the children fitness business. and related services.

ARTICLE III.- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Elvira Valencia, 328 Crandon Boulevard, Suite 24, Key Biscayne, Florida, 33149. The street address of the principal office of this corporation shall be 328 Crandon Boulevard, Ste. 24, Key Biscayne, Florida, 33149. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

This corporation shall have (2) directors(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Elvira Valencia	155 Ocean Lane Drive, Ap. 312 Key Biscayne, Florida, 33149
Monica Penaranda	155 Ocean Lane Drive, Ap. 312 Key Biscayne, Florida, 33149

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Elvira Valencia	155 Ocean Lane Drive, Ap. 312 Key Biscayne, Florida, 33149

ARTICLE IX- AMENDMENTS

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 stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stock-

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holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this _____ day of April 2001.

Elvira Valencia
INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Elvira Valencia
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Elvira Valencia, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation, on this 30 day of April 2001, and showed as identification FLORIDA DRIVER'S LICENSE.

Perk Puig
NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

MY COMMISSION EXPIRES:

 Perk Puig
My Commission CC674949
Expires September 08, 2001