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## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****GYM TV, INC.**

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ARTICLES OF INCORPORATION

OF

GYM TV, INC.

The undersigned incorporator, in order to form a corporation under and pursuant to the laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I.

CORPORATE NAME

The name of the corporation is

GYM TV, INC.

ARTICLE II.

CORPORATE ADDRESS

The initial street and mailing address of the principal office of the corporation is:

825 Arthur Godfrey Road  
Miami Beach, Florida 33140.

ARTICLE III.

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by the corporation may be any activity or business permitted under the laws of the United States, the State of Florida, or any other state, nation or territory.

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ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be paid and nonassessable.

ARTICLE V.

VOTING

Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law or by these Articles of Incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. No shareholder shall be entitled to cumulate votes in voting for the election of directors.

ARTICLE VI.

SUBSCRIPTION

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any new or additional issue of

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stock of any class whatsoever or securities convertible into or evidencing the right to purchase stock of any class whatsoever, or any portion thereof, whether now or hereafter authorized, regardless of the consideration therefor.

ARTICLE VII.

STOCKHOLDERS' AGREEMENTS

The stockholders of the corporation may enter into stockholders' agreements between themselves, which shall be binding upon the corporation until such time as there is filed with the President and Secretary of the corporation a written instrument signed by the original parties to such agreements, or their lawful successors, consenting to the revocation, cancellation and/or amendment of such agreements.

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the person is or was a director or officer of the corporation. Such indemnification shall include payment or reimbursement for expenses incurred by such person in advance of the final disposition of the action, suit or proceeding, as permitted by law.

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ARTICLE IX.

BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) directors whose names and street addresses are:

RUBEN A. RODRIGUEZ  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140

MYLES G. CYPEN  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140

who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1) nor more than nine (9).

ARTICLE X.

OFFICERS

The names and street addresses of the first officers of the corporation are:

RUBEN A. RODRIGUEZ, President  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140

MYLES G. CYPEN, Secretary  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140

ARTICLE XI.

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

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MYLES G. CYPEN, ESQUIRE  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140.

ARTICLE XII.

EXECUTIVE COMMITTEE

The board of directors may, by resolution, designate one or more of its number to constitute an executive committee, who, to the extent provided in such resolution or By-Laws of the corporation, shall have and may exercise all the powers of the Board of Directors.

ARTICLE XIII.

CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIV.

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE XV.

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AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, 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.

ARTICLE XVI.

DESIGNATION OF REGISTERED AGENT AND OFFICE

The initial registered agent and initial registered office of the corporation is:

MYLES G. CYPEN, ESQUIRE  
825 Arthur Godfrey Road  
Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation on this 5 day of September, 2001.

  
MYLES G. CYPEN, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment as Registered Agent for this corporation and agrees to

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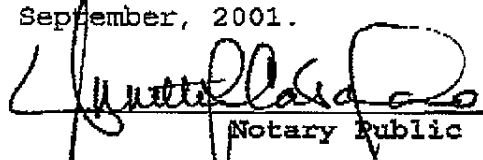
act in this capacity in compliance with all applicable statutes.  
The undersigned certifies that he is familiar with and accepts the  
duties and obligations of Registered Agent.

  
MYLES G. CYPEN, ESQUIRE

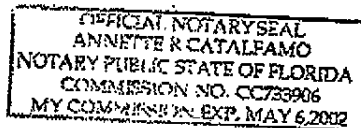
STATE OF FLORIDA       )  
                              )SS:  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, in and for the State  
of Florida at Large, personally appeared MYLES G. CYPEN, ESQUIRE,  
Incorporator and Registered Agent to the foregoing Articles of  
Incorporation, who is personally known to me and who acknowledged  
that he executed the forgoing Articles of Incorporation and  
Acknowledgment for the purposes therein expressed.

WITNESS my hand and official seal at Miami-Dade County,  
Florida, this 5<sup>th</sup> day of September, 2001.

  
Notary Public  
Annette R. Catalfamo  
Printed Name of Notary Public

My commission expires:



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