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BOCA FITNESS PARTNERS, INC.

ARTICLES OF DISSOLUTION

Boca Fitness Partners, Inc., a Florida corporation, executes the following Articles of Dissolution pursuant to Section 607.140 of the Florida Business Corporation Act:

FIRST: The name of the corporation is Boca Fitness Partners, Inc. (the

"Company").

SECOND: The Company's Articles of Incorporation were filed on October

23, 2001.

THIRD: The Company has not commenced business and from of the

Company's shares of stock have been issued.

FOURTH: The Company does not have any unpaid debt.

FIFTH: All of the Directors of the Company authorized the Dissolution

of the Company on December 5, 2001.

EXECUTED by:

BOCA FITNESS PARTNERS, INC.,

a Florida corporation

Michael Evaristo, Director

Joseph Evaristo, Director

Michael DelColle, Director