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AUTHORIZATION : *Patricia Pizento*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 26, 2001

ORDER TIME : 10:13 AM

ORDER NO. : 525356-025

CUSTOMER NO: 100198A

CUSTOMER: Seth Cohen, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PEMBROKE PINES FITNESS, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PS 12/26/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PEMBROKE PINES FITNESS, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be PEMBROKE PINES FITNESS, INC.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1919 NW 19th Street, Suite 701, Fort Lauderdale, Florida 33311.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash,

patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1919 NW 19th Street, Suite 701, Fort Lauderdale, Florida 33311. The name of the initial registered agent at that address is Jonathan Larkin.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. Initially the Board of Directors shall consist of one (1) member, the name and address of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan Larkin	1919 NW 19 th Street, Suite 701 Fort Lauderdale, Florida 33311

The initial Director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at

the price at which the new common stock is offered to others.

ARTICLE IX: INCORPORATOR

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

Jonathan Larkin
1919 NW 19th Street, Suite 701
Fort Lauderdale, Florida 33311

ARTICLE X: INDEMNITY

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 24th day of December, 2001.



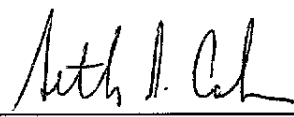
JONATHAN LARKIN, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 24th day of December, 2001, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jonathan Larkin, a married man, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is ☒ personally known to me, or ☐ who has produced _____ as identification, and who did take an oath.





Notary Public, State of Florida

Seth I. Cohen

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REGISTERED AGENT'S ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.



JONATHAN LARKIN

Prepared By:

Seth I. Cohen, Esq.
Fogel & Cohen
Crystal Corporate Center
2500 N. Military Trail, Suite 111
Boca Raton, Florida 33431