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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Health Muscles & Fitness Corp.

April 5, 2002

Dear Sir/Madam:

200005255792--1
-04/12/02--01009--005
*****78.75 *****78.75

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

Alex Castro

Health Muscles & Fitness Corp.
1059 Collins Ave # 201
Miami Beach, Florida 33139

D. WHITE APR 19 2002

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ARTICLES OF INCORPORATION

of
Health Muscles & Fitness Corp.

(name of corporation)

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Health Muscles & Fitness Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	1059 Collins Ave # 201		
CITY	Miami Beach	FLORIDA	ZIP 33139

Mailing address, if different

STREET ADDRESS	1059 Collins Ave #201		
CITY	Miami Beach	FLORIDA	ZIP 33139

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Alex Castro		
ADDRESS	1059 Collins Ave # 201		
CITY	Miami Beach	FLORIDA	ZIP 33139

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


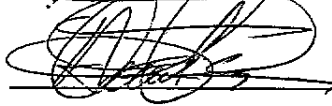
NAME	Alex Castro		
ADDRESS	1059 Collins Ave # 201		
CITY	Miami Beach,	STATE	Florida ZIP 33139
NAME	Heinys Cuesta		
ADDRESS	12864 Biscayne Blvd. # 361		
CITY	North Miami	STATE	Florida ZIP 33181
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Alex Castro		
ADDRESS	1059 Collins Ave # 201		
CITY	Miami Beach	STATE	Florida ZIP 33139
NAME	Heinys Cuesta		
ADDRESS	12864 Biscayne Blvd # 361		
CITY	North Miami	STATE	Florida ZIP 33181
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this fifth day of April, 19 2002.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Health Muscles & Fitness Corp.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1059 Collins Ave # 201

Miami Beach, Florida 33139

has named Alex Castro

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having 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.


(Signature)

April 5, 2002

(Date)