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Florida Department of State
Division of Corporations
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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

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2002 JUL -1 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ALL-IN-ONE FITNESS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
ALL-IN-ONE FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL-IN-ONE FITNESS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial office of this corporation is 9644 Sunset Drive, Miami, Florida 33176 and the name of the initial registered agent of this corporation and the address is Marlene Leon-Rubido, Esquire, 8500 West Flagler Street, A-105, Miami, Florida 33144.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Director (s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME
Mirtalina Rodriguez
Frank O. Bello

ADDRESS
9644 Sunset Drive, Miami, Florida 33176
9644 Sunset Drive, Miami, Florida 33176

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Mirtalina Rodriguez	9544 Sunset Drive, Miami, Florida 33176
Frank O. Bello	9544 Sunset Drive, Miami, Florida 33176



ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of June, 2002.

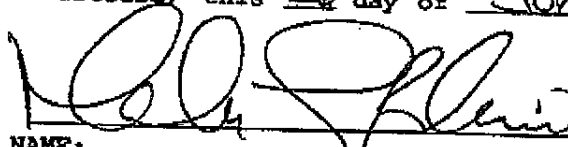

Mirtalina Rodriguez

Frank O. Bello

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared and known to be, and known personally to me to be, the persons who did take an oath and acknowledged and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26 day of June, 2002.

My Commission Expires:


NAME:
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
COMMISSION NO.:

MARLENE LEON-RUBIDO
Notary Public - State of Florida
My Commission Expires May 22, 2004
Commission # CC906905

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CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

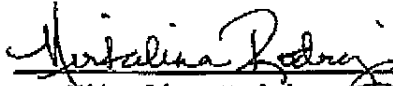

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

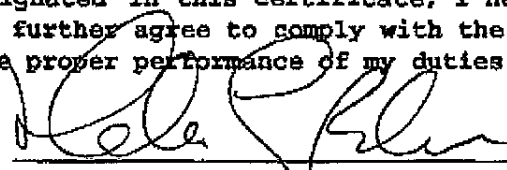
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Mirtalina Rodriguez and Frank O. Bello, as incorporators of ALL-IN-ONE FITNESS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9644 Sunset Drive, Miami, Florida 33176, has named Marlene Leon-Rubido, Esquire, 8500 West Flagler Street, A-105, Miami, Florida 33144, as its agent to accept service of process within Florida.

Dated: 6-26-2002


Mirtalina Rodriguez

Frank O. Bello

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


MARLENE LEON-RUBIDO ESQUIRE
Registered Agent