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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

FLORIDA PROFIT CORPORATION OR P.A.

MAXMUSCLE OF MIAMI BEACH, INC.

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

[Signature] 9/17 ✓

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**ARTICLE OF INCORPORATION
OF**

Maxmuscle of Miami Beach, Inc.

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE ONE

THE NAME OF THE CORPORATION: Maxmuscle of Miami Beach, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE:**

**1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH Retail**

**2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
OR AUXILIARY TO THE FOREGOING BUSINESS.**

**3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

ARTICLE FOUR

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORISED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00**

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: Jesus Vindiola III 729B Washington Avenue, Miami Beach, FL 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS One(1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS:

PRESIDENT: Jesus Vindiola III 729B Washington Avenue, Miami Beach, Fl 33139


SECRETARY:

TREASURER:

VICE PRESIDENT:

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Jesus Vindiola III 729B Washington Avenue, Miami Beach, Fl 33139 ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT DADE COUNTY, FLORIDA THIS 16 DAY OF September 2002



INCORPORATOR
Jesus Vindiola III

STATE OF FLORIDA

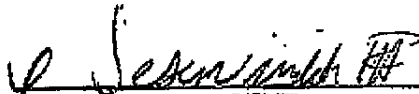
BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Jesus Vindiola III KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 16 DAY OF September 2002

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NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.



REGISTERED AGENT
Jesus Vindiola III

STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Jesus Vindiola III KNOWN TO BE AND KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 16 DAY OF September 2002.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES