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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 : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

d & s fitness enterprises, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

D & S FITNESS ENTERPRISES, INC.

(4)

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

D & S FITNESS ENTERPRISES, INC.

ARTICLE II

The address of the principal office of this corporation shall be: 133 NE 20th Court, Wilton Manors, FL 33305.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares at a \$1.00 par value; be: David M. Hohimer, Jr. - 251 shares and Stephen E. Terrell - 249 shares. The consideration to be paid for each share shall be fixed by the Board of Directors.

This Instrument was Prepared By:

Bartley C. Miller, Esq.
Bartley C. Miller & Associates, Inc.
2810 E Oakland Park Blvd, Suite 102
Ft. Lauderdale, FL 33306
954-566-3220

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TALLAHASSEE, FLORIDA

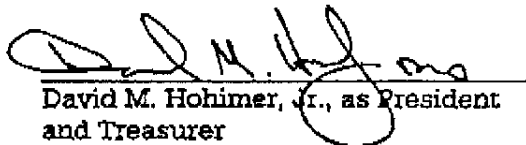
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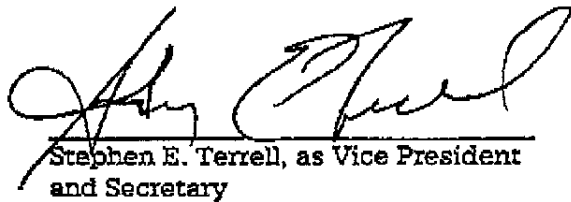
ARTICLE IV

Pursuant to 607.0501, Florida Statutes, the registered office of this corporation in the State of Florida and the Registered Agent in the State of Florida shall be David M. Hohimer, Jr., 133 NE 20th Court, Wilton Manors, FL 33305.

ARTICLE V

The names and addresses of the incorporators to these Articles of Incorporation are: David M. Hohimer, Jr., as President, and Treasurer, 133 NE 20th Court, Wilton Manors, FL 33305 and Stephen E. Terrell, as Vice President and Secretary, 133 NE 20th Court, Wilton Manors, FL 33305.


David M. Hohimer, Jr., as President
and Treasurer


Stephen E. Terrell, as Vice President
and Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

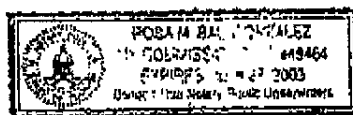
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared David M. Hohimer, Jr. and Stephen E. Terrell to me known to be the persons described as the subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 31 day of October, 2002.


NOTARY PUBLIC

Rosa M. Bas-Gonzalez
Print Name

My Commission Expires:



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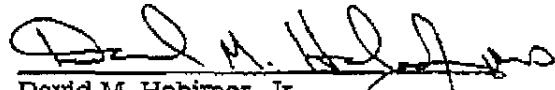
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That, D & S Fitness Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of Broward, State of Florida, has named David M. Hohimer, Jr., 133 NE 20th Court, Wilton Manors, FL 33305 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


David M. Hohimer, Jr.
Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

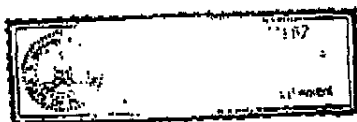
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared _____ to me known to be the person described as the subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 21 day of October, 2002.


NOTARY PUBLIC

Rosa M. Bas Gonzalez
Print Name

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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