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To:
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Fax Number : (850) 205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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2002 NOV 21 PM 1:36BASIC AMENDMENT
EXCLUSIVE FITNESS, INC.RECEIVED
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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective November 20, 2002 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Exclusive Fitness, Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
Exclusive Fitness, Inc.
4861 North Dixie Hwy
Suite 205
Ft. Lauderdale FL 33334

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Anthony McDermott

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Network Inc.
941 Fourth Street
Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Exclusive Fitness, Inc.

By: 

by R.A. Fernandez as attorney-in-fact

Name: Anthony McDermott

Title: President

Date: November 20, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 872-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

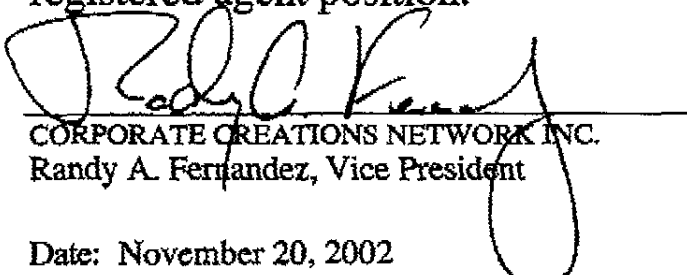
CORPORATION:

Exclusive Fitness, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Randy A. Fernandez, Vice President

Date: November 20, 2002

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