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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : DAVID TORCHIN, C.P.A., P.A.
Account Number : I19990000007
Phone : (954) 472-3124
Fax Number : (954) 472-0067

FLORIDA PROFIT CORPORATION OR P.A.

A & M Fitness, Inc.

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Fax Audit Number:

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

A & M Fitness, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

A & M Fitness, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

Mailing Address:

20432 NE 16th Place
North Miami, FL 33179

20432 NE 16th Place
North Miami, FL 33179

Phone Number: **305-710-0196**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067

Fax Audit Number:

H020002310934

Fax Audit Number: 4020002310934

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alain Altit
20432 NE 16th Place
North Miami, FL 33179

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

President
Alain Altit
20432 NE 16th Place
North Miami, FL 33179

Vice President
Malu Pares
20432 NE 16th Place
North Miami, FL 33179

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 26th day of November, 2002.



Signature

Fax Audit Number: 4020002310934

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

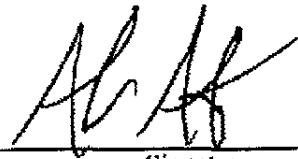
A & M Fitness, Inc.

2. The name and address of the registered agent and office is:

Alain Altit
20432 NE 16th Place
North Miami, FL 33179

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TALLAHASSEE FLORIDA

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

11/26/02

Date