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To:  
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From:  
Account Name : BUSINESS FILINGS  
Account Number : 105256001620  
Phone : (608)827-5300  
Fax Number : (608)827-5501

**FLORIDA PROFIT CORPORATION OR P.A.**

**Ladies Fitness Clubs USA Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 607, F.S.

**ARTICLE I NAME**

The name of the corporation shall be: **Ladies Fitness Clubs USA Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1111 Kane Concourse, Suite 401, Bay Harbor Islands, Florida 33154.

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: fitness health club for women.

**ARTICLE IV SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

**ARTICLE V OFFICERS/DIRECTORS**

The initial director of the corporation is:  
Andrew Degendice, 1111 Kane Concourse, Bay Harbor Hills, Florida 33154

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the County of Miami-Dade.

**ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Schiff AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

\*\*\*\*\*

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature:   
Business Filings Incorporated

Date 12/02/2002

Signature:   
Business Filings Incorporated, Incorporator  
Mark Schiff, AVP

Date 12/02/2002

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300.

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