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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFTT CORPORATION OR P.A.

DCL FITNESS & DEVELOPMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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147

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is DCL FITNESS & DEVELOPMENT, INC.
The principal address and the mailing address of the corporation is
116 NW 51ST STREET FT LAUDERDALE, FL. 33309.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation shall have the right to purchase his prorata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 116 NW 51ST STREET, FT LAUDERDALE, FL. 33309. The name of the initial registered agent of this corporation at that address is DUANE LEVANDOSKI. The registered office of this corporation is the same as the street address.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

DUANE LEVANDOWSKI

116 NW 51ST STREET
FT LAUDERDALE, FL. 33309

ARTICLE VIII - INCORPORATOR

The name and address of each person signing these Articles is:

DUANE LEVANDOWSKI

116 NW 51ST STREET
FT LAUDERDALE, FL. 33309

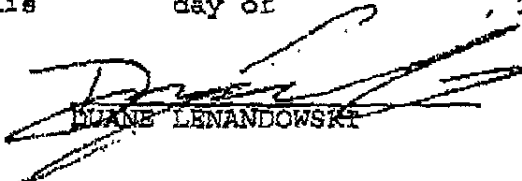
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 20


DUANE LENANDOWSKI

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared _____ who is known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation expressed on _____ 2003.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this _____ day of _____, 20 .

Notary Public, State of Florida at Large

My commission Expires


STATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

DCL FITNESS & DEVELOPMENT, INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE
CITY OF FT LAUDERDALE FLORIDA, HAS NAMED DUANE LEVANDOWSKI
LOCATED AT 116 NW 51ST STREET AS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: 
DUANE LEVANDOWSKI

TITLE: PRESIDENT
DATE: 3/26/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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:

SIGNATURE: 
(Resident Agent)

DATE: 3/26/03

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