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Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

joe's gym, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

JOE'S GYM, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is JOE'S GYM, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. The primary business of this corporation shall be indoor cycling for fitness.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same, kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is: 6550 North State Road 7, Coconut Creek, Florida 33073. The name of the initial registered agent of this corporation at this address is: Joseph D. Perez, Jr.

Prepared by: David L. Rich, Esquire
513 North State Road 7
Margate, FL 33063
Florida Bar No. 329177

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be

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either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Joseph D. Perez, Jr.

4771 NW 13th Avenue, Pompano Beach, FL 33064

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles of Incorporation is: Joseph D. Perez, Jr., 4771 NW 13th Avenue, Pompano Beach, FL 33064

ARTICLE VIII - INDEMNIFICATION

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

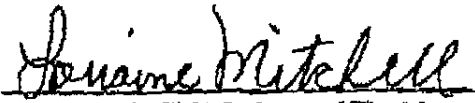
ARTICLE IV - AMENDMENT

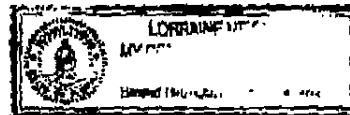
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 3rd day of ^{APRIL} ~~March~~, 2003.


JOSEPH D. PEREZ, JR.

SWORN TO and SUBSCRIBED before me this 3rd day of ^{APRIL} ~~March~~, 2003, by JOSEPH D. PEREZ, JR., who is personally known to me or has provided identification.


NOTARY PUBLIC, State of Florida
Commission No.
My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addressed of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

JOE'S GYM, INC.

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its principal office at 6550 North State Road 7 the City of Coconut Creek, County of Broward, State of Florida, designates JOSEPH D. PEREZ, JR. as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
JOSEPH D. PEREZ, JR.	President	4771 NW 13 th Avenue Pompano Beach, FL 33064
JOSEPH D. PEREZ, JR.	Vice-President	4771 NW 13 th Avenue Pompano Beach, FL 33064
JOSEPH D. PEREZ, JR.	Secretary/ Treasurer	4771 NW 13 th Avenue Pompano Beach, FL 33064

DIRECTORS:

JOSEPH D. PEREZ, JR.	4771 NW 13 th Avenue Pompano Beach, FL 33064
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BY: Joseph D. Perez, Jr.

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ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Joseph D Perry

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