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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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03 APR 10 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ICONS FITNESS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
ICONS FITNESS, INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, Declare:

ARTICLES I: NAME

The name of this Corporation shall be: ICONS FITNESS, INC.

ARTICLE II: Authorized Shares

The maximum number of shares, which the corporation is authorized to issue and have outstanding at any time, is 1000 shares of common stock, and which common stock shall have par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III: Terms of Corporate Existence

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV: Registered Office and Agent

In Pursuance of Chapter 607.34 Florida Statutes, the Following is submitted, in compliance with said Act:

First-That ICONS FITNESS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had named OSCAR VARGAS, 14909 SW 80 STREET, # 214, MIAMI, FL 33193 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

OSCAR VARGAS
Registered Agent

PREPARED BY:
HORTA ACCOUNTING
275 FOUNTAINVIEW BLVD.
SUITE 160-A
MIAMI, FL 33172

03 APR 10 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FL 32399

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ARTICLE V: Principal Place of Business

The principal place of business and address is the following:

9581 FONTAINBLEAU BLVD.
#304
MIAMI, FL 33172

ARTICLES VI: Directors

The Board of Directors shall manage the business of the corporation. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) director(s) initially.

The name and address of the initial Directors of this Corporation are:

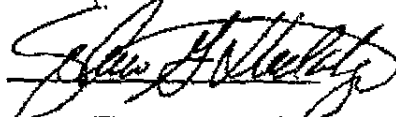
GLORIA GODOY	PRESIDENT	9581 FONTAINBLEAU BLVD. #304 MIAMI, FL 33172
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OSCAR VARGAS	VICE PRESIDENT	14909 SW 80 STREET, #214 MIAMI, FL 33193
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SILVIO HIDALGO	SECRETARY	9517 FONTAINBLEAU BLVD. #001 MIAMI, FL 33172
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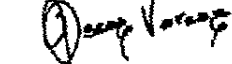


The name and address of the incorporators and subscribers hereto is as follows:

GLORIA GODOY	33%	9581 FONTAINBLEAU BLVD. #304 MIAMI, FL 33172
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OSCAR VARGAS	34%	14909 SW 80 STREET, #214 MIAMI, FL 33193
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PREPARED BY:
HORTA ACCOUNTING
275 FONTAINBLEAU BLVD.
SUITE 160-A
MIAMI, FL 33172

SILVIO HIDALGO

33%

9517 FONTAINEBLEAU, #001
MIAMI, FL 33172



Corporator, director and every office of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement and reimbursement as being for the best interest of the corporation. The

Foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or office may be entitled.

ARTICLE VII
BYLAWS

Were not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings. In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 9 day of April, 2003.


GLORIA GODOY
PRESIDENT

PREPARED BY:
HORTA ACCOUNTING
275 FONTAINEBLEAU BLVD.
SUITE 160-A
MIAMI, FL 33172

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