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NO. 557 DB1

Division of Corporations

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Florida Department of State
Division of Corporations
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From:
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Account Number : 110450000714
Phone : (850) 222-1173
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FLORIDA PROFIT CORPORATION OR P.A.
ACUNA FITNESS, INC.



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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 26, 2003

CORPORATE & CRIMINAL RESEARCH SERVICES

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: ACUNA FITNESS, INC.
REF: W03000018408

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

FAX Aud. #: H03000221166
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PLEASE GIVE ORIGINAL SUBMISSION
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ACUNA FITNESS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: ACUNA FITNESS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
211 ZAMORA AVENUE #9, CORAL GABLES, FL 33134

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To make donations for the public welfare or for charitable, scientific, or educational purposes,

of To transact any and all lawful business which board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary to convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

GRACE ESCALONA, ESQ.
DOLAN & ESCALONA, P.A.
2780 S. DOUGLAS ROAD, STE. 207
MIAMI, FLORIDA 33133

ARTICLE VII

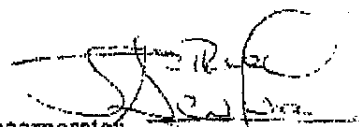
The initial Board of Directors shall consist of a total of 1 person and the name and address of the person who is to serve as the initial Director(s) is:

PRESIDENT/SECRETARY JULIO ACUNA, 211 ZAMORA AVENUE #9, CORAL
GABLES, FLORIDA 33134

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The undersigned has executed these Articles of Incorporation on this 26th day of June, 2003.


Incorporator
JULIO ACUNA PRESIDENT/SECRETARY/Director
211 Zuma Road, #9
Orlando, FL 32834

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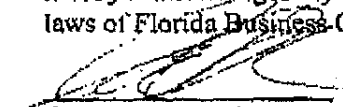
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT

I, GRACE ESCALONA, as the initial registered agent of this corporation designated herein hereby acknowledges my duties as such registered agent and state that I am familiar with the laws of Florida Business Corporation Act.


Grace Escalona, Esq.
2780 S. Douglas Road, #207
Miami, Florida 33133

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