

P03000/07158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

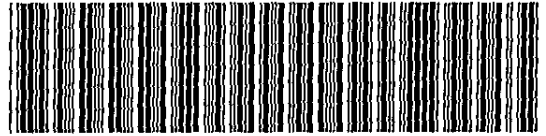
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03 SEP 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

03 SEP 25 PM 1:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Caroli Bentley Fitness, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Spa and Fitness operation
101 Ocean Drive
Miami Beach, FL 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Spa and fitness operation

ARTICLE IV SHARES

The number of shares of stock is:

600

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Robert Todak - President
Michael Fraser - Vice President

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:


Alan W. Levine
1110 Brickell Avenue 7th Floor
Miami, FL 33131

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Robert Todak
710 N. E. 72nd Terrace
Miami FL 33138-5261

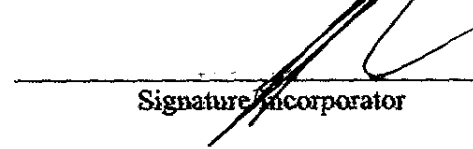
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

9-23-03

Date



Signature/Incorporator

9-19-03

Date