

**Electronic Articles of Incorporation
For**

P04000045810
FILED
March 15, 2004
Sec. Of State
NCULLIGAN

DOWNTOWN FITNESS MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DOWNTOWN FITNESS MANAGEMENT, INC.

Article II

The principal place of business address:

90 SW 8 ST
MIAMI, FL. 33185

The mailing address of the corporation is:

13300 SW 128 ST
MIAMI, FL. 33186

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

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

ALEXANDER F VALLADARES
13300 SW 128 ST
MIAMI, FL, FL. 33186

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ALEXANDER F. VALLADARES

Article VI

The name and address of the incorporator is:

ALEXANDER F. VALLADARES
13300 SW 128 ST
MIAMI, FL 33186

Incorporator Signature: ALEXANDER F. VALLADARES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ALEXANDER F VALLADARES
13300 SW 128 ST
MIAMI, FL. 33186

Title: VP
JAIME BRUGOS
90 SW 8 ST
MIAMI, FL. 33130

Title: SEC
MARIA ALBERDI
4268 SW 154 CT
MIAMI, FL. 33185

Article VIII

The effective date for this corporation shall be:

03/13/2004