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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 20 AM 9:02

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FLORIDA PROFIT CORPORATION OR P.A.

pro-gym, inc

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

4

OF

PRO-GYM, 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 law of the State of Florida.

ARTICLE I

The name of the corporation shall be:

PRO-GYM, 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 general nature of the business and objects and purposed 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:

PRO-GYM, INC

ARTICLE IV

The aggregate number of shares, which the corporation shall have authority to issue, is the total sum of 1000 shares, having an individual per value of \$10.00

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

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

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

LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125

The principal office shall be:

1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125

ARTICLE VI

The initial Board of Directors shall consists of s total of ONE (1) person, and the name and address of the person who is to serve as an initial director is:

LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125

PRESIDENT

The shares of each shareholders and registered agent to the Certificate of Incorporation are as follows:

LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125

100%

The name and address of the incorporator executing these Articles of Incorporation is:

LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125

TOTAL P.04

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th days of May of 2004.-

LESTER VALDIVIA
President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. - The name of the Corporation is:

PRO-GYM, INC

2. - The name and address of the registered agent and office is:

**LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 202
MIAMI, FLORIDA 33125**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as a registered agent.

Signature: *Lester Valdivia*
President / incorporator

Dated: May 19th of 2004. -

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TALLAHASSEE, FLORIDA