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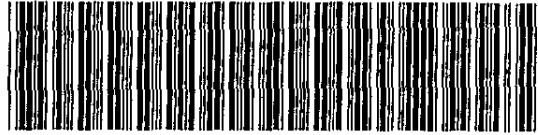
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ALABAMA STATE FLORIDA

11/18/04

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 10, 2004

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Fitness Management Group, Inc.

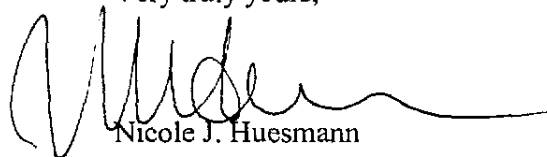
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for Fitness Management Group, Inc.

Also, enclosed is a check in the amount of \$78.75, which covers the fee for filing and a certified copy for the corporation. Please return the certified copy of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,



Nicole J. Huesmann

Enclosures

Orshan, Lithman, Seiden, Ramos, Hatton & Huesmann, LLP

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FACSIMILE TRANSMISSION COVER SHEET

DATE OF TRANSMISSION: November 17, 2004
ATTENTION: Clathera Golden
COMPANY: Corporation Division
FACSIMILE: 850-245-6804

PAGE(S) INCLUDING COVER SHEET:

5

NOV 17 PM 2:15
STATE
FLORIDA

REPLY TO: Nicole J. Huesmann, Esquire
EMAIL: njhuesmann@olsrhh.com
SUBJECT: W04000042066

MESSAGE:

Attached please find the revised articles of incorporation along with the print out from the online system referencing the information.

Please adjust the corporate name as indicated on the revised articles and confirm same. I also changed the address.

Thank you.

Sincerely yours,



Nicole J. Huesmann

If you do not receive all the pages set forth above, please call back as soon as possible at (305) 858-0220 for voice contact with the receptionist.

IMPORTANT: THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

EFFECTIVE DATE

11/10/04

ARTICLES OF INCORPORATION

OF

AVENTURA FITNESS MANAGEMENT GROUP, INC.

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TALLAHASSEE FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

AVENTURA FITNESS MANAGEMENT GROUP, INC.

The Corporation's address is:

15999 Biscayne Boulevard
North Miami Beach, Florida 33160

ARTICLE II

DURATION

The corporation shall commence its existence on November 10, 2004, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

STATE
FLORIDA

The initial registered agent and the street address of the initial registered office of the Corporation is Nicole J. Huesmann, 150 Alhambra Circle, Suite 1150, Coral Gables, Florida 33134.

ARTICLE VI

INCORPORATORS

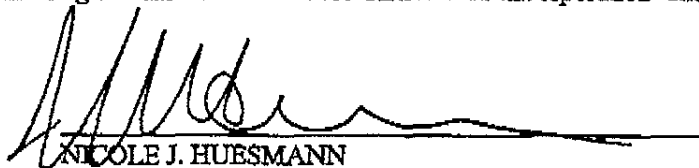
The names and addresses of the persons signing these Articles of Incorporation as Incorporators are: Nicole J. Huesmann, 150 Alhambra Circle, Suite 1150, Coral Gables, Florida 33134.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of November, 2004.


NICOLE J. HUESMANN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 10th day of November, 2004.


NICOLE J. HUESMANN

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared NICOLE J. HUESMANN, known to me, and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of FITNESS MANAGEMENT GROUP, INC., and she acknowledged before me that she executed same. *Aventura

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 10th day of November, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Sharon Urquiza
My Commission DD106972
Expires April 7, 2008

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared NICOLE J. HUESMANN, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of FITNESS MANAGEMENT GROUP, INC., and she acknowledged before me that she executed same. *Aventura

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 10th day of November, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Sharon Urquiza
My Commission DD106972
Expires April 7, 2008