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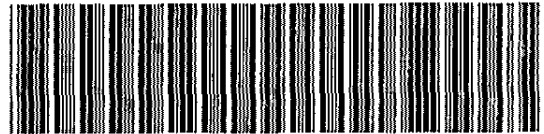
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DEPT. OF REVENUE  
TALLAHASSEE FLORIDA

182 2/8/05

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AVENTURA FITNESS CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/  
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

## ARTICLES OF INCORPORATION

### ARTICLE I-NAME

The name and principal address of this corporation is:

**Aventura Fitness Corp.  
19501 Biscayne Blvd, Suite 599  
Aventura, FL 33180**

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DEPT OF STATE  
TALLAHASSEE FLORIDA

and the mailing address of this corporation is:

**782 NW Le Jeune Rd, Suite 436  
Miami, FL 33126**

### ARTICLE II-DURATION

This corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

### ARTICLE III-PURPOSE

This corporation is organized for the purpose of undertaking any and all lawful business.

### ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$ 1.00 par value common stock.

### ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

### ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sales for cash of any new stock of this corporation shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which is offered to others.

### ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent for this corporation at that address is.

**Maria B Guerra  
777 NW 72<sup>nd</sup> Ave, Suite 2BB31  
Miami, FL 33126**

#### ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the directors of this corporation are:

**Maria B Guerra**  
**President**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

**Maria L Pares**  
**Vice President**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

**Joao Roberto Pares**  
**Treasurer**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

#### ARTICLE IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

**Maria B Guerra**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

**Maria L Pares**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

**Joao Roberto Pares**  
777 NW 72<sup>nd</sup> Ave, 2BB31  
Miami, FL 33126

#### ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following entities in the amount set opposite their names:

<b>Maria B Guerra .....</b>	<b>50 shares</b>
<b>Maria L Pares .....</b>	<b>50 shares</b>

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

#### ARTICLE XII-CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

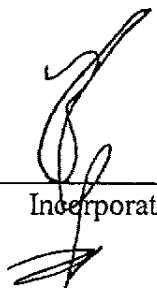
ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

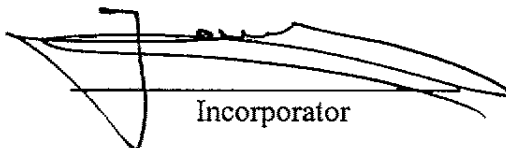
ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this **January 31, 2005**.

  
\_\_\_\_\_  
Incorporator

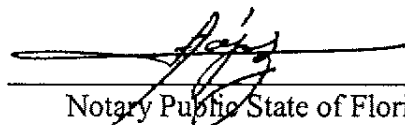
  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

State of Florida  
County of Dade,

**I HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Maria B Guerra, Maria L Pares & Joao Roberto Pares** to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

**WITNESS** my hand and official seal in the County and State last aforesaid this **January 31, 2005**.

  
\_\_\_\_\_  
Notary Public State of Florida

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT and REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

FIRST that, **Aventura Fitness Corp.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named as its agent to accept service of process within this State.

**Maria B Guerra  
777 NW 72<sup>nd</sup> Ave, Suite 2BB31  
Miami, FL 33126**

Having been named as registered agent and to accept service of process for the above stated corporation at 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 registered agent.

  
\_\_\_\_\_  
Registered Agent

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CLERK OF THE STATE  
TALLAHASSEE FLORIDA