

**Electronic Articles of Incorporation
For**

P05000087503
FILED
June 17, 2005
Sec. Of State
mdickey

SOUTH BEACH FITNESS SPA 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:

SOUTH BEACH FITNESS SPA INC

Article II

The principal place of business address:

520 BAHAMA DRIVE
C/O GREG MAKRIDAKIS
INDIAN HARBOUR BEACH, FL. US 32903

The mailing address of the corporation is:

520 BAHAMA DRIVE
C/O GREG MAKRIDAKIS
INDIAN HARBOUR BEACH, FL. US 32903

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:

200

Article V

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

GREGORY MAKRIDAKIS JR
520 BAHAMA DRIVE
INDIAN HARBOUR BEACH, FL. 32903

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

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Registered Agent Signature: GREGORY MAKRIDAKIS JR

Article VI

The name and address of the incorporator is:

2010 SOLUTIONS INC
2077 SEAWIND COURT
INDIALANTIC FL 32903

Incorporator Signature: MICHAEL S GEMMELL

Article VII

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

Title: P
GREGORY MAKRIDAKIS JR
520 BAHAMA DRIVE
INDIAN HARBOUR BEACH, FL. 32903 US

Title: VP
ANTHONY STAVROS
2470 NEWFOUND HARBOR DRIVE
MERRITT ISLAND, FL. 32952 US

Article VIII

The effective date for this corporation shall be:

06/15/2005