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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MENS SANA CORPORE SANO, INC.**

Certificate of Status	0
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December 29, 2005



FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MENS SANA CORPORE SANO, INC.  
REF: W05000056826

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An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Tammy Hampton  
Document Specialist  
New Filing Section

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P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

MENS SANA CORPORE SANO, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is: MENS SANA CORPORE SANO, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 13020 NW 8<sup>TH</sup> STREET, MIAMI, FLORIDA 33182
- THIRD: The corporation is authorized to issues 100 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 13020 NW 8<sup>TH</sup> STREET, MIAMI, FLORIDA 33182 and the initial registered agent is: BARBARA SANJURJO, P.A.
- FIFTH: The name and address of the incorporator of the Corporation is: BARBARA SANJURJO, ESQ., of THOMAS G. SHERMAN, ESQ., P.A., 90 ALMERIA AVENUE, CORAL GABLES, FL 33134
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have ONE director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:
- ARTURO ANTONIO ARMENDARIZ, JR.  
13020 NW 8<sup>TH</sup> STREET  
MIAMI, FLORIDA 33182
- EIGHTH: The Corporation shall have TWO officers initially and the number of officers may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial officers of the Corporation are:
- ARTURO ANTONIO ARMENDARIZ, JR., PRESIDENT/SECRETARY  
13020 NW 8<sup>TH</sup> STREET  
MIAMI, FLORIDA 33182
- TERESITA AVELLO, VICE-PRESIDENT/TREASURER  
13020 NW 8<sup>TH</sup> STREET  
MIAMI, FLORIDA 33182
- NINTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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TENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

TWELFTH: The Effective Date of this corporation shall be January 1, 2006.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of DECEMBER, 2005.

  
BARBARA SANJURJO, ESQ.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
BARBARA SANJURJO, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

This instrument prepared by:  
BARBARA SANJURJO, Esq.  
THOMAS G. SHERMAN, ESQ., P.A.  
90 Almaria Avenue  
Coral Gables, Florida 33134

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