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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA FITNESS XPRESS, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLORIDA FITNESS XPRESS, 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 and duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

Article I

The name of the Corporation shall be:
FLORIDA FITNESS XPRESS, 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

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory, or nation.

Article IV

The aggregate number of shares which this corporation shall have authority to issue is the total of 100 shares, having an individual value of \$1.00 each, and shall be only Common class of stock of this corporation. The shares shall be issued as follows:

RICHARD RABIN	90 Shares
MIKE BILOTTI	10 Shares

Article V

The name and address of the initial registered agent, registered office, and principle office of this corporation shall be:

RICHARD RABIN
801 S. UNIVERSITY DRIVE, STE 115
PLANTATION, FL 33324

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Article VI

The initial Board of Directors shall consist of two persons. The name of the persons who are to serve as initial directors are:

RICHARD RABIN
801 S. UNIVERSITY DRIVE, STE 115
PLANTATION, FL 33324

PRESIDENT, SECRETARY

MIKE BILOTTI
801 S. UNIVERSITY DRIVE, STE 115
PLANTATION, FL 33324

VICE PRESIDENT, TREASURER

Article VII

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

RICHARD RABIN
801 S. UNIVERSITY DRIVE, STE 115
PLANTATION, FL 33324

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of April, 2006.

RICHARD RABIN



In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said act:

First-That FLORIDA FITNESS EXPRESS, INC. desiring to
(name of Corporation)

organize under the laws of the State of Florida with its principle
office as indicated in the Articles of Incorporation at the COUNTY
OF BROWARD, State of Florida has named RICHARD RABIN

located at 801 S. UNIVERSITY DRIVE, STE 115 City of
(Street Address and number)

PLANTATION, COUNTY OF BROWARD, State of Florida, as its agent
To accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By:

Signature
Registered Agent



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