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COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Hi-Rise Fitness, Inc. (PROPOSED CORPOR	ATE NAME – <u>MUST INCL</u>	UDE SUFFIX)	 .
Enclosed are an original and one (1) copy of the ar	ticles of incorporation and	l a check for:	
\$70.00 \$78.75 Filing Fee Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	S87.50 Filing Fee, Certified Copy & Certificate of Status DPY REQUIRED	
FROM: Wil Ayala			
Nam	e (Printed or typed)		
555 N.E. 34th Street,	Suite 709		
	Address	7.4	÷ ••
Miami, FL 33137			
City	, State & Zip		
305-573-9602			
Daytime	Telephone number	• •	

NOTE: Please provide the original and one copy of the articles.

Wilfredo Ayala 555 N.E. 34th Street, #709 Miami, FL 33137

April 13, 2006

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: HI-RISE FITNESS, INC.

Ref. #: W06000014209

To Whom It May Concern:

Due to the fact that the name designated in our originally submitted Articles of Incorporation document, HI-RISE FITNESS, INC., is unavailable, we are submitting for filing a new Articles of Incorporation under the corporate name, HI-RISE FITNESS SOLUTIONS, INC. The filing fee in the amount of \$70.00 has already been paid to the Division of Corporations, which is in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit). Also enclosed with this letter are a copy of your correspondence, Letter Number 706A00020179, stating that the name HI-RISE FITNESS, INC. is not available, and the original and copy of our Articles of Incorporation, per your request.

If you have any questions please call me at (305) 495-3788 or reach me at the address listed above. Thank you for your prompt attention to my request.

Sincerely.

Wilfredo Ayala



FLORIDA DEPARTMENT OF STATE Division of Corporations

March 24, 2006

WILFREDO AYALA 555 N.E. 34TH STREET, #709 MIAMI, FL 33137

SUBJECT: HI-RISE FITNESS, INC. Ref. Number: W06000014209

We have received your document for HI-RISE FITNESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

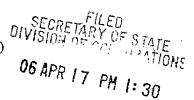
Doris Brown Document Specialist New Filing Section

Letter Number: 706A00020179

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)



ARTICLE I NAME

The name of the corporation shall be:

HI-RISE FITNESS SOLUTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

555 N.E. 34TH STREET, SUITE 709 MIAMI, FL 33137

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

WILFREDO AYALA

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

WILFREDO AYALA 555 N.E. 34TH STREET, SUITE 709 MIAMI, FL 33137

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

WILFREDO AYALA 555 N.E. 34TH STREET, SUITE 709 MIAMI, FL 33137

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent Date

April 13, 2006

April 13, 2006

Signature/Incorporator Date