

**Electronic Articles of Incorporation
For**

**P08000044115
FILED
May 01, 2008
Sec. Of State
jshivers**

EQUINOX SPORTS CLUB MIAMI, 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:

EQUINOX SPORTS CLUB MIAMI, INC.

Article II

The principal place of business address:

895 BROADWAY
3RD FLOOR
NEW YORK, NY. 10003

The mailing address of the corporation is:

C/O ROSEN GREENBERG BLAHA LLP
40 WALL STREET, 32ND FLOOR
NEW YORK, NY. 10005

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 - ZERO PAR VALUE

Article V

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

PARACORP INCORPORATED
236 EAST 6TH AVENUE
TALLAHASSEE, FL. 32303

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

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Registered Agent Signature: NINH HO

Article VI

The name and address of the incorporator is:

ROSE GREENBERG, ESQ.
ROSEN GREENBERG BLAHA LLP, 40 WALL STREET, 32ND FLOOR
NEW YORK, NY 10005

Incorporator Signature: ROSE GREENBERG

Article VII

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

Title: P
HARVEY SPEVAK
895 BROADWAY, 3RD FLOOR
NEW YORK, NY. 10003

Title: VP
LARRY SEGALL
895 BROADWAY, 3RD FLOOR
NEW YORK, NY. 10003

Title: COO
SCOTT ROSEN
895 BROADWAY, 3RD FLOOR
NEW YORK, NY. 10003

Article VIII

The effective date for this corporation shall be:

05/01/2008