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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FITNMRSS & BEYOND, INC.

AUDIT NUMBER.....H96000017686

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF

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FITNESS & BEYOND, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation and it's principal place of business is: **FITNESS & BEYOND, INC.**, 9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$75.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: **SILVIO G. HIDALGO**, 9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172

This instrument prepared by:

ROBERT D. KORNER, Esq.
FLA. BAR NO. 108397
3211 PONCE DE LEON BLVD., #204
CORAL GABLES, FL 33134 (305) 446-3587

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial director of this Corporation and their street addresses are:

SILVIO G. HIDALGO	9521 Fontainebleau Bl. Suite Two, Miami, FL 33172
GONZALO LOPEZ	9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172
FRANK ORTIZ	9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172

The person named as initial directors shall hold office for the first year of existence of this Corporation or until his successor(s) is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. OFFICERS

The names of the initial officers of this Corporation are:

SILVIO GILBERTO HIDALGO	President
GONZALO LOPEZ	Vice-President
FRANK ORTIZ	Secretary/Treasurer

ARTICLE X. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator are:

SILVIO G. HIDALGO	9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172
GONZALO LOPEZ	9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172
FRANK ORTIZ	9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

A. Initial shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

SILVIO GILBERTO HIDALGO	Thirty percent (30%)
GONZALO LOPEZ	Thirty percent (30%)
FRANK ORTIZ	Thirty percent (30%)

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer purchase.

ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

ARTICLE XV. MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII. DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

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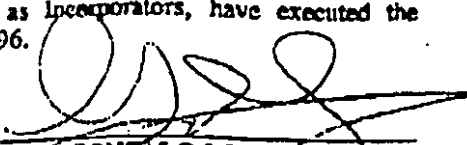
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ARTICLE XVIII. SECTION 1244 STOCK

Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1244 Stock.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on December 2, 1996.

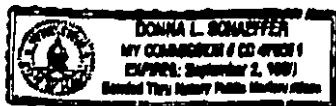

SILVIO G. HIDALGO, Incorporator


GONZALO LOPEZ, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared SILVIO GILBERTO HIDALGO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December 2, 1996.


Notary Public, Florida



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REGISTERED AGENT'S CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

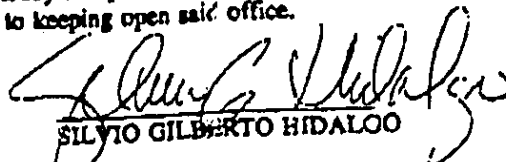
In accordance with Chapter 617.025, Florida Statutes, the following is submitted:

FITNESS & BEYOND, INC.

desiring to organize under the laws of the State of Florida, with its registered agent's office located at 9521 Fontainebleau Blvd., Suite Two, Miami, FL 33172 County of Dade, State of Florida, has named SILVIO GILBERTO HIDALGO located at said address as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the 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.


SILVIO GILBERTO HIDALGO

FILED
36 DEC 18 11 53 AM
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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