

4/11/96

FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: XB FITNESS CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

*[Handwritten signature]*

SECRETARY OF STATE

56 APR 11 PM 1:24

SECRETARY OF STATE

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CERTIFICATE OF INCORPORATION

-OF-

XS Fitness Corp.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Status of the said State of Florida.

ARTICLE ONE

This name of the corporation shall be:  
XS Fitness Corp.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at anytime is FIVE HUNDRED(500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE FOUR

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS(\$500.00).

ARTICLE FIVE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE SIX

The initial street of the principal office of the corporation shall be: 404 Washington Avenue, Miami Beach, Florida 33139

ARTICLE SEVEN

The number of Directors of this corporation shall be at least one(1) and no more than five(5).

ARTICLE EIGHT

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

1. GORDON LUMER, PRES., THE DECO PLAZA, 100 LINCOLN RD, #1040, Miami Bch, FL
2. LYNNETTE ALLEN, VICE PRES., THE DECO PLAZA, 100 LINCOLN RD, # 104, MB, FL

SCOTT GREENFIELD  
930 WASHINGTON AVE. 2nd FLOOR  
MIAMI BCH, FL 33139  
(305) 532. 8881  
FL. BAR NO. 655155

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**ARTICLE NINE**

The names and street addresses of the persons signing these Articles of Incorporation as subscribed is as follows:

THE DECO PLAGE, 100 LINCOLN RD., #1540, Miami Beach, FL 33139  
GORDON LUBECK

THE DECO PLAGE, 100 LINCOLN RD., #1540, Miami Beach, FL 33139  
LYNNETTE ALEXA

**ARTICLE TEN**

The corporate existence of this corporation shall begin on the date of the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, GORDON LUBECK and LYNNETTE ALEXA, both being natural persons, competent to contract, have hereunto set their hands and seals this 11TH day of APRIL, 1996.

x Gordon Lubeck (SEAL)

x Lynnette Alexa (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared GORDON LUBECK and LYNNETTE ALEXA to be well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 11TH day of April, 1996.

Jinda A. Carpenter  
Notary Public, State of Florida

My Commission Expires:



LINDA A. CARPENTER  
My Commission CCB10012  
Expires Sep. 28, 1997  
Bonded by F&M  
800-488-1000

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

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:  
FIRST: That XS Fitness Corp. desiring  
to organize under the Laws of the State of Florida with its  
principal offices as indicated in the Articles of Incorporation, in  
the Articles of Incorporation, in the City of Miami Beach  
County of Dade, State of Florida, has named Scott  
Greenfield, Esquire, located at 930 Washington Avenue, Second  
Floor, Miami Beach, Florida 33139, as its agents to accept  
services of process within this State.

ACKNOWLEDGEMENT

Having named to accept services 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  
provisions of said Act relative to keeping open said office.

By: Scott Greenfield  
Resident Agent

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TALLAHASSEE, FLORIDA

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