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((H90000005643)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: EQUINOX INTERNATIONAL, INC.
 FAX AUDIT NUMBER: H90000005643 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 04/22/1996 TIME REQUESTED: 14:22:30
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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95 APR 23 11:00

ARTICLES OF INCORPORATION
OF

EQUINOX INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is EQUINOX INTERNATIONAL, INC.

ARTICLE II. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida under Chapter 607 of the Florida Statutes.

ARTICLE III. STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, all of one class, with nominal or par value of \$1.00 per share.

ARTICLE IV. DURATION

The corporation shall have a perpetual existence.

Rubin & Rubin, P.A.
18425 N.W. 2nd Avenue
Suite 305
Miami, Florida 33169
Florida Bar No. 298336
(305) 651-4100

Andrew Rubin, Esq.

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ARTICLE V. PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

1213 Falls Boulevard
Fort Lauderdale, Florida 33327-1723

with the privilege of having branch offices at any other place.

ARTICLE VI. REGISTERED AGENT

The Registered Agent for service upon this corporation shall be Eric M. Scop.

ARTICLE VII. SERVICE

The registered office address for service upon this corporation shall be:

1213 Falls Boulevard
Fort Lauderdale, Florida 33327-1723

ARTICLE VIII. DIRECTORS

The number of directors of this corporation shall not exceed 3 individuals, and the names and post office addresses of the persons who shall constitute the first Board of Directors are as follows:

Eric M. Scop
1213 Falls Boulevard
Fort Lauderdale, Florida 33327-1723

ARTICLE IX. SUBSCRIBER

The names and post office addresses of the subscriber of the certificate of incorporation is as follows:

Eric M. Scop
1213 Falls Boulevard
Fort Lauderdale, Florida 33327-1723


49500005643

1196000051643

ARTICLE X. INTERLOCKING DIRECTORS

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation in or are interested in or are directors or officers of such other corporation.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida on April 22, 1996.

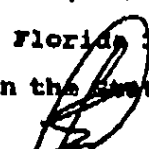


Eric M. Scop

In compliance with Section 48.091, Florida Statutes, the following is submitted:

EQUINOX INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Fort Lauderdale, Florida, has named Eric M. Scop, 1213 Falls Boulevard, Fort Lauderdale, Florida 33327-1723, as its agent to accept service of process within the State of Florida.

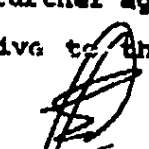
4-22-96
Date



Eric M. Scop

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

4-22-96
Date



Eric M. Scop

1196000051643

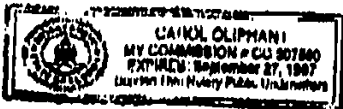
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STATE OF FLORIDA)
COUNTY OF DADE) ss:

On this 22nd day of April, 1996, before me personally appeared Eric M. Scop, an Incorporator and Registered Agent of EQUINOX INTERNATIONAL, INC., having subscribed to these Articles of Incorporation, who is known to me and did take an oath.

Carol Oliphant
Notary Public State of Florida

My Commission Expires:



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96 APR 23 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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