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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIGUEZ  
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NAME: JC'S TOTAL FITNESS INC.

AUDIT NUMBER.....H96000012497

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

CERT. OF STATUS..1

PAGES..... 4

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Articles of Incorporation  
of  
JC's Total Fitness Inc.

Article I. Name

The name of this Florida corporation is:  
JC's Total Fitness Inc.

Article II. Address

The mailing address of the Corporation is:  
JC's Total Fitness Inc.  
5314 SW 116th Avenue  
Cooper City FL 33330

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 6, 1996

Corporate Creations International Inc.

By:

  
Johnny C. Rodriguez Vice President

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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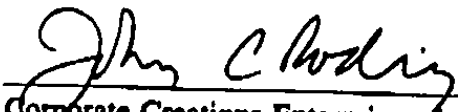
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
JC's Total Fitness Inc.

**REGISTERED AGENT:**  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Corporate Creations Enterprises, Inc.  
Johnny C. Rodriguez, Vice President

Date: September 6, 1996

Corporate Creations International Inc.  
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