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9/13/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: LYNN FRIEDMAN

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NAME: CALIFORNIA GIRL WOMEN'S FITNESS, INC.

AUDIT NUMBER.....H96000012830

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

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

H96-12830

of CALIFORNIA GIRL WOMEN'S FITNESS, INC.

a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: CALIFORNIA GIRL WOMEN'S FITNESS, INC.Address of the Corporation: 9655 SOUTH DIXIE HIGHWAY Suite 312
MIAMI, FLORIDA 33156

Article 2: DURATION: Term of existence of the corporation is perpetual.

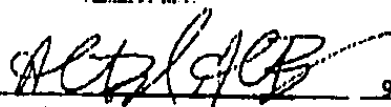
Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000.PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

9655 SOUTH DIXIE HIGHWAY Suite 312, MIAMI, FLORIDA 33156and the name of the initial registered agent at such address is ANDREW C. BARNARD

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation



Signature of Registered Agent

9/5/96
Date

ANDREW C. BARNARD

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. SHARI POSEY66 ROSWELL AVENUE Suite 2LONG BEACH, CALIFORNIA 90803

Article 7: The Name and address of the Incorporator is:

SHARI POSEY66 ROSWELL AVENUE Suite 2LONG BEACH, CALIFORNIA 90803

In witness whereof I have subscribed my name



Signature of Incorporator

SHARI POSEY

PREPARED BY:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H96-12830