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ARTICLE OF INCORPORATION

<u>97</u>

FITNESS PROS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: FITNESS PROS INC.

The principal place of business of this corporation shall be: 2185 SW 25 TERR MIAMI, FLORIDA 33133

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: $100 \times \$10.00 = \$1,000.00$

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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96 SEP 19 PH 3120

SECAL MAN OF STATE TALLAHASSEE, FLORIDA

ARTICLE Y OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

RAUL GONZALEZ, JR. 2185 SW 25 TERR MIAMI, FL 33133

DIRECTOR

 \mathbf{v}

JUAN TITO 6345 COLLINS AVE. PH#40 MIAMI BEACH, FL 33141

DIRECTOR

ARTICLE VI INCORPORATOR (S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

RAUL GONZALEZ, JR. 2105 SW 25 TERR MIAMI, FL 33133

PRESIDENT (50 SHARES)

JUAN TITO 6345 COLLINS AVE. PH#40 MIAMI BEACH, FL 33141

SECRETARY/TREASURER (50 SHARES)

Signature Title Signature/Title

Signature/Title

FILED

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SECRETARY OF STATE TALLAHASSEE. FLORIDA REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FITNESS PROS, INC.

2. The name and address of the registered agent and office

is_____ RAUL GONZALEZ, JR. (Name)

2185 SW 25 TERR (P. O. BOX NOT ACCEPTABLE)

MIAMI, FL 33133 (CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUR THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMACE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE X Earl CA
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DATE SEPTEMBER 16, 1996