

# P96000081753

JAI ME BRUGOS LOPEZ  
121 CRANDON BLVD. # 462  
KEY BISCAYNE, FL 33149

City/State/Zip

Phone #

700001960437  
-10/01/96--01029--010  
\*\*\*\*131.25 \*\*\*\*131.25

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

**EFFECTIVE DATE**

9-25-96

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
96 SEP 30 AM 10:41  
TALLAHASSEE STATE  
TALLAHASSEE, FLORIDA

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials *ne* **OCT 3 1996**

EFFECTIVE DATE  
9-25-96

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE

The name and address of this corporation shall be:

FITNESS POINT INTERNATIONAL, INC.  
5046 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is 1,000.
- C. Par Value: Each share of Common Stock shall have the par value of One (\$1.00) Dollar.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal at meeting of the stockholders of the Corporation.
- G. Cumulative Voting: No holder to Common Stock shall be entitled to any right of cumulative voting.

- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations, in the event of the liquidation or dissolution of this Corporation.
- J. The occurrences shown below shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of 51% of this Corporation's shareholders entitled to vote at the time of the proposal or occurrence.
1. Amendment of this Certificate of Incorporation.
  2. Sale, lease or exchange of this Corporation's property and assets, or of any property or assets essential to the business of this Corporation.
  3. Merger or consolidation of this Corporation into or with any other corporation.
  4. Voluntary dissolution of this Corporation.

#### ARTICLE FOUR

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation ( DATE THESE ARTICLES WERE EXECUTED)

#### ARTICLE FIVE

The names and addresses of the initial director(s) are as follows:

JAIME BRUGOS

121 CRANDON BOULEVARD #462  
KEY BISCAYNE, FL. 33149

RAFAEL SANTONJA

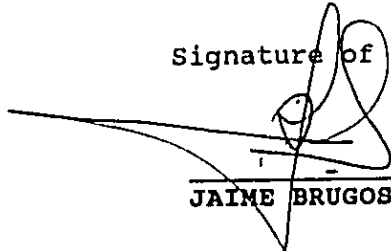
121 CRANDON BOULEVARD #462  
KEY BISCAYNE, FL. 33149

ARTICLE SIX

The undersigned individual(s), United States residents competent to contract, execute this Certificate of Incorporation as its initial subscriber(s) and incorporator(s). The undersigned individual(s) shall hold office of director(s) until their successor(s) have qualified, following their election and appointment. The street address of such individual(s) in Florida of the Principal office of this Corporation. This Corporation shall change its Principal office at any time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of September, 1996.

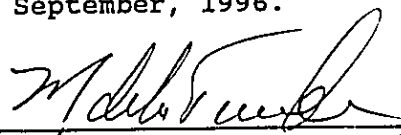
Signature of Incorporator

  
\_\_\_\_\_  
JAIME BRUGOS

STATE OF FLORIDA  
COUNTY OF DADE

25<sup>th</sup> The foregoing instrument was acknowledged before me this day of September, 1996, by JAIME BRUGOS, who is personally known to me or has produced Personally Known as identification.

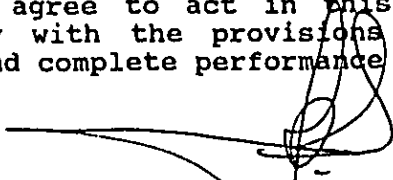
Witness my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC/STATE OF FLORIDA

MANUEL ALBERTO DE LA FUENTE  
Notary Public, State of Florida  
My Comm. expires Apr 5, 1998  
No. CC361271

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in the Articles of Incorporation, 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.



JAIME DRUGOS LOPEZ  
121 CRANDON BOULEVARD #462  
KEY BISCAYNE, FL. 33149  
Registered Agent

Date: 9-25-96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA