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MICHELE A. RALABATE
Champion Physiques, Inc.
2301 W. Sample Road
Pompano Beach, FL 33073

October 10, 1996

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-10/15/96--01009--010
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Champion Physiques, Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of the following:

- (1) Articles of Incorporation
- (2) Certificate of Designation of Registered Agent/
Registered Office

together with my check in the amount of \$70.00 payable to Florida Department of State, Division of Corporations for the filing fee.

Kindly file these documents as per your usual custom and return a time-stamped copy to me in the self-addressed stamped envelope provided.

Should you have any questions, please contact me at (954) 974-6208.

Thank you for your cooperation in this matter.

Very truly yours,

Michele A. Ralabate

Michele A. Ralabate
encl.

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96 OCT 14 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 16 1996

ARTICLES OF INCORPORATION

of

Champion Physiques, Inc.

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

ARTICLE I NAME

The name of the corporation shall be:

Champion Physiques, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Place of Business

Mailing Address

2301 W. Sample Road
Pompano Beach, Fl 33073

P. O. Box 938845
Margate, FL 33093

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five-Hundred (500) Shares--Common Stock--No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michele A. Ralabate
2301 W. Sample Road
Pompano Beach, Fl 33073

ARTICLE V INCORPORATOR(S)
See instructions for officers/directors

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

Michele A. Ralabate
2301 W. Sample Road
Pompano Beach, FL 33073

Brian J. Amendola
4840 (E) Mariner's Way
Coconut Creek, FL 33063

The undersigned incorporator(s) ~~has~~ have) executed these Articles of Incorporation: this

10th day of October, 1996.

(An additional article must be added if an effective date is requested.)

Michele A. Ralabate
Michele A. Ralabate Signature

Brian J. Amendola
Brian J. Amendola Signature

XX
Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Champion Physiques, Inc.
2. The name and address of the registered agent and office is:

Michele A. Ralabate
(NAME)

2301 W. Sample Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pompano Beach, FL 33073
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michele A. Ralabate
Michele A. Ralabate (SIGNATURE)

October 10, 1996
(DATE)