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DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE

PHONE: (305)867-8448

FAX #:

(305)861-4414

NAME: MILEN FITNESS, CORP.

AUDIT NUMBER.....H96000017417

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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:

MILEN FITNESS, CORP.

ARTICLE II PRINCIPAL OFFICE

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

7211 W. 24 Ave.
#2371
Hialeah, Fl. 33016

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Harold Matias
7211 W. 24 Ave.
#2371
Hialeah, Fl. 33016

Prepared by: Harold Matias
7211 W. 24 Ave.
#2371
Hialeah, Fl. 33016
(305)558-5986

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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):

Harold Matias
7211 W. 24 Ave.
#2371
Hialeah, Fl. 33016

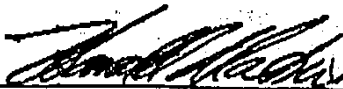
Director & President.

Barbara E. Matias
7211 W. 24 Ave.
#2371
Hialeah, Fl. 33016

Director, Vice-President, Secretary
& Treasurer.

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

12 day of December, 19 96.



Signature

Signature

Signature

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

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**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: MILEN FITNESS, CORP

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

Harold, Marías
(NAME)

7211 W. 24 Ave.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Hialeah, Fl. 33016
(CITY/STATE/ZIP)

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.


(SIGNATURE)

12-12-96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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