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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ANTHONY P. BERNARD

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CONTACT: ANTHONY BERNARD

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NAME: ISLAND GYM, INC.

AUDIT NUMBER.....H97000004678

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

CERT. OF STATUS..0

PAGES..... 3

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3/20/97

AUDIT #: H97000004678

ARTICLES OF INCORPORATION
of

ISLAND GYM, INC.

(name of corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

ISLAND GYM, INC.

8 PELICAN ROAD, KEY LARGO, FL. 33037

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR(S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME ANTHONY BERNARD

ADDRESS 16201 SW 95TH AVENUE SUITE #109

CITY MIAMI STATE FLORIDA ZIP 33157

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME DONALD MANTICI (PRESIDENT)

ADDRESS 8 PELICAN ROAD

CITY MIAMI STATE FLORIDA ZIP 33037

NAME IVONNE MANTICI (VICE PRESIDENT)

ADDRESS 8 PELICAN ROAD

CITY MIAMI STATE FLORIDA ZIP 33037

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME	DONALD MANTICI (PRESIDENT)			
ADDRESS	8 PELICAN ROAD			
CITY	MIAMI	STATE	FLORIDA	ZIP 33037
NAME	IVONNE MANTICI (VICE-PRESIDENT)			
ADDRESS	8 PELICAN ROAD			
CITY	MIAMI	STATE	FLORIDA	ZIP 33037
NAME				
ADDRESS				
CITY		STATE		ZIP

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS SEVENTEEN DAY OF MARCH, 1997.

 (Seal)

 (Seal)

____ (Seal)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

DONALD MANTICI AND
IVONNE MANTICI

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS SEVENTEEN DAY OF MARCH, 1997.

(NOTARY SEAL)


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ISLAND GYM, INC.

(name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

AT 16201 S.W. 95TH AVENUE, SUITE #109

MIAMI FLORIDA 33157

HAS NAMED ANTHONY BERNARD

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.


(REGISTERED AGENT)

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

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