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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FITNESS WAREHOUSE OF KENDALL, INC.

AUDIT NUMBER.....H97000008117

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
FITNESS WAREHOUSE OF KENDALL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-15-97

ARTICLE I- NAME

The name of this corporation is FITNESS WAREHOUSE OF KENDALL, INC.

ARTICLE II- EFFECTIVE DATE

The effective date and time of the Articles of Incorporation shall be May 15, 1997 at 12:01 a.m.

ARTICLE III- DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

This instrument prepared by: Ronald E. Shridar, Esq.
Florida Bar#149153
7770 W. Oakland Pk Blvd.#100
Sunrise, Florida 33351
954-742-2006

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ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, Florida 33069 and the name of the registered agent of this corporation at said address is: EDUARDO D. GRUVMAN. The principal place of business of the corporation is: c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, Florida 33324.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

EDUARDO GRUVMAN
c/o Fitness & Nutrition Center
2122 Blount Road
Pompano Beach, FL 33069

ARTICLE X - INCORPORATOR

The name and address of the persons signing these Articles is:

EDUARDO GRUVMAN
c/o Fitness & Nutrition Center
2122 Blount Road
Pompano Beach, Florida 33069

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15 day of May, 1997.

Eduardo D. Gruman
EDUARDO D. GRUMAN, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 15 of May, 1997, by EDUARDO D. GRUMAN, who is personally known to me or who produced _____ as identification.

Andria Teitel
PRINTED NAME:
Notary Public, State of Florida
My Commission Expires:

F:\... \REV\FITNESS\ARTICLES



Andria Teitel
MY COMMISSION # CC877348 EXPIRES
November 8, 2000
ALSO D THEM TRY MAN BILLYMANS, 80

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That FITNESS WAREHOUSE OF KENDALL, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward, State of Florida, has named EDUARDO D. GRUVMAN located at c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, County of Broward, State of Florida (33069), as its agent to accept service of process within this state.

Eduardo D. Gruvman
By: EDUARDO D. GRUVMAN, Subscriber
Date: May 15, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Eduardo D. Gruvman
By: EDUARDO D. GRUVMAN
Registered Agent
Date: May 15, 1997

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FBI LABORATORY, FLORIDA

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