

SENT BY: RUDEN MCCLOSK

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: MICHELE GRABASCH  
PHONE: (954)761-2910 FAX #: (954)764-4996  
NAME: XS FITNESS CENTER, INC.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 7, 1997

RUDEN, MCCLOSKEY, SMITH, SCHEUSTER & RUSSELL

SUBJECT: XS FITNESS CENTER, INC.  
REF: W97000008056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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The conflict is XS FITNESS, CORP., document number P96000031832.

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Sharon Tala  
Document Specialist Supervisor

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Letter Number: 097A00017390

#97000005645

**ARTICLES OF INCORPORATION**

**OF**

**XS FITNESS CENTER, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

**XS Fitness Center, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 701 Brickell Avenue, Suite 1900, Miami, Florida, 33131.

**ARTICLE III**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV**

**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Suite 1900, Miami, Florida, 33131 and the initial registered agent of this Corporation at that address shall be Harry B. Smith.

Prepared by: Harry B. Smith, Esq., FL Bar #075261  
Ruden McClosky, Et al, 700 Brickell Ave.  
Miami, FL 33131  
(305) 789-2700

MTA:5264011

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

**Harry B. Smith**  
**701 Brickell Avenue**  
**Suite 1900**  
**Miami, Florida 33131**

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 30<sup>th</sup> day of  
April, 1997.

  
Harry B. Smith, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Harry B. Smith, Registered Agent

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TALLAHASSEE, FLORIDA

Prepared by: **Harry B. Smith, Esq., FL Bar #075261**  
**Ruden McClosky, Et al, 700 Brickell Ave.**  
**Miami, FL 33131**  
**(305) 789-2700**

April 7, 1997

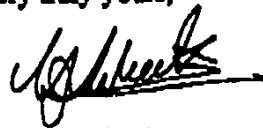
Florida Department of State  
Tallahassee, Florida

Re: XS Fitness Center, Inc.

Gentlemen:

The undersigned, the owner of all of the issued and outstanding shares of XS Fitness Corp., a Florida corporation, does hereby consent to the filing of Articles of Incorporation for XS Fitness Center, Inc., a Florida corporation to be formed.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Gordon Lubeck', with a horizontal line extending from the end of the signature.

Gordon Lubeck