

9/23/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHANN G. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

Lois

NAME: M. DUNDEE'S 5TH STREET GYM, INC.

AUDIT NUMBER.....H97000015801

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
M. Dundee's 5th Street Gym, Inc.

Article II. Address

The mailing address of the Corporation is:
M. Dundee's 5th Street Gym, Inc.
7601 East Treasure Drive
Suite 12
North Bay Village FL 33141

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

L. Bonanni

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Daniel J. Levenson | FL Bar Member 0053406
Law Office of Daniel J. Levenson
P.O. Box 112035
Miami FL 33111-025
305-505-0854

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Daniel J. Levenson
Law Office of Daniel J. Levenson
P.O. Box 112035
Miami FL 33111-025

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 23, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 23, 1997.



DANIEL J. LEVENSON
by L.A. Uriarte as attorney-in-fact

Daniel J. Levenson I FL Bar Member 0053406
Law Office of Daniel J. Levenson
P.O. Box 112035
Miami FL 33111-025
305-505-0854

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

M. Dundee's 5th Street Gym, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES, INC.
Luis A. Uriarte, Vice President

Date: September 23, 1997

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