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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/24/97--01016--016
*****78.75 *****78.75

SUBJECT: Elite Fitness, Inc.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation, including a Designation of a Registered Agent, and a check for \$78.75. Please return one copy of the Articles of Incorporation stamped with the filing date and a Certificate of Status.

FROM: Ronald L. Molino
Name (printed or typed)
5790 NW 74th Place, Apt. #105
Address
Coconut Creek, FL 33073
City, State & Zip
(954) 480-9717
Daytime Telephone Number

FILED
97 OCT 24 PM 4:37
TALLAHASSEE, FL
SECRET

Ronald L. Molino
10/27/97

**ARTICLES OF INCORPORATION
OF
ELITE FITNESS, INC.**

FILED
97 OCT 24 PM 4:37
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Elite Fitness, Inc.

ARTICLE II: PRINCIPLE OFFICE

The principal place of business of this corporation shall be: 5790 NW 74th Place, Apt. #105, Coconut Creek, FL 33073

ARTICLE III: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Ronald L. Molino, whose registered office is located at the place of business stated in Article II above.

ARTICLE V: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

- (1) Ronald L. Molino, 5790 NW 74th Place, Apt. #105, Coconut Creek, FL 33073, and
(2) Matthew F. Giovanetti, 501 North Birch Road, Apt. #6, Fort Lauderdale, FL 33304.

The undersigned incorporators have executed these Articles of Incorporation this 22nd Day of October, 1997.

Ronald Lewis Molino
Signature of Incorporator (1)

10/22/97
Date

Matthew F. Giovanetti
Signature of Incorporator (2)

10/22/97
Date

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.

Ronald Lewis Molino
Signature of Registered Agent

10/22/97
Date