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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OCEAN DRIVE FITNESS, INC.

AUDIT NUMBER.....H97000020642

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

H97000020642 ARTICLES OF INCORPORATION OF
④ OCEAN DRIVE FITNESS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is OCEAN DRIVE FITNESS, INC.,
located at 1521 Alton Road, Suite 143, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or
business permitted under the laws of the United States of America
and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized
to have outstanding at any time is One Hundred shares of common
stock having a par value of \$1.00 per share.

CEASAR MESTRE, JR., ESQ.
FLORIDA BAR NO. 814687
7600 West 20 Avenue, #220
Hialeah, Florida 33016
(305) 821-5450

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1521 Alton Road, Suite 143, Miami Beach, Florida 33139 and the initial registered agent of this corporation at such office shall be GEORGE PERALES, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four. The name of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
GEORGE PERALES	1521 Alton Road, Suite 143 Miami Beach, Fl. 33139
TERRY WILLIAMSON	1521 Alton Road, Suite 143 Miami Beach, Fl. 33139

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
GEORGE PERALES	1521 Alton Road, Suite 143 Miami Beach, Fl. 33139

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George Perales
GEORGE PERALES, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation of OCEAN DRIVE
FITNESS, INC., were acknowledged before me this 15 day of
December, 1997 by GEORGE PERALES, as Incorporator.

Yusef Abreu
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OCEAN DRIVE
FITNESS, INC. at the place designated in the Articles of
Incorporation, GEORGE PERALES agrees to act in this capacity, and
agrees to comply with the provisions of Section 48.091 relative
to keeping open such office.

Date: 12-15-97

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George Perales
Registered Agent

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