

GOLDSTEIN & TANEN
ATTORNEYS

P98 000000694

VIA FEDERAL EXPRESS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33164
(305) 374-3250
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(305) 374-7632

FILED
DEC 24 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 23, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

EFFECTIVE DATE
1-1-98

300002382079--9
-12/24/97--01055--013
****122.50 ****122.50

RE: Youth Of America Fitness Center, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$122.50 for filing same.

Please return the filed articles to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.

Sincerely,

Melanie Broussard
Melanie Broussard
Secretary to
Jeffrey S. Tanen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mjb
Enclosures
michelson\l-secstate.mjb

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F. CHESSE JAN 5 1998

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

MELANIE BROUSSARD SECRETARY
GOLDSTEIN & TANEN PA
TWO SO BISCAYNE BLVD STE 3250
MIAMI, FL 33131

SUBJECT: YOUTH OF AMERICA FITNESS CIRCLE, INC.
Ref. Number: W97000028757

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for YOUTH OF AMERICA FITNESS CIRCLE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 397A00060660

1-2-98- enclosed

Melanie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
YOUTH OF AMERICA FITNESS CENTER, INC.

EFFECTIVE DATE
1-1-98

ARTICLE I
NAME OF CORPORATION

The name of this corporation is YOUTH OF AMERICA FITNESS CENTER, INC.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is 10471 North Kendall Drive, Miami, Florida.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is c/o Mark D. Michelson, 9100 South Dadeland Boulevard, Datan Center, Suite 1701, Miami, Florida 33156. The Board of

Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Mark D. Michelson, Esquire, 9100 South Dadeland Boulevard, Datan Center, Suite 1701, Miami, Florida 33156.

ARTICLE VII
Directors

This corporation shall have not less than one director. The name and address of the initial directors of this corporation are:

Pedro R. Almaguer
10900 S.W. 136th Street
Miami, Florida 33176

Gilbert Bacerra
13944 S.W. 104th Terrace
Miami, Florida 33186

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII
Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock at no par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Pedro R. Almaguer
10900 S.W. 136th Street
Miami, Florida 33176

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact, that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director or such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 1997.

Pedro R. Almaguer
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared PEDRO R. ALMAGUER, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS, my hand and official seal at Miami, Dade County, Florida this 22 day of December, 1997



Melanie Broussard
MY COMMISSION # CC692462 EXPIRES
October 28, 2001
BONDED THRU TROY FAIN INSURANCE INC.

Melanie B
Melanie Broussard
Notary Public

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Mark D. Michelson
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA