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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: HEALTH KICKS FITNESS & SPA, INC.
AUDIT NUMBER.....H98000005574
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES.....4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Health Kicks Fitness & Spa, Inc.

Article II. Address

The mailing address of the Corporation is:
Health Kicks Fitness & Spa, Inc.
5205 Woodstone Circle East
Lake Worth FL 33463

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Brent Key
5205 Woodstone Circle East
Lake Worth FL 33463

Article IV. Board of Directors

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

Brent Key
Cynthia Donahue
Paul A. Copenhaver

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.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 23, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 23, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Health Kicks Fitness & Spa, Inc.

REGISTERED AGENT/OFFICE:

Brent Key
5205 Woodstone Circle East
Lake Worth FL 33463

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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.



BRENT KEY
by L.A. Uriarte as attorney-in-fact

Date: March 23, 1998

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