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ACCOUNT NO. : 072100000032

REFERENCE : 841249 7141332

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 2, 1998

ORDER TIME : 4:18 PM

ORDER NO. : 841249-005

CUSTOMER NO: 7141332

CUSTOMER: Paul A. Dieguez, Esq  
LAW OFFICE OF PAUL A. DIEGUEZ  
\* SABRINA L. BARKER  
Suite 102  
134 5th Avenue  
Indialantic, FL 32903

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-06/03/98--01013--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: HAWK'S GYM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 9:13

98 JUN -3 AM 8:40  
RECEIVED  
6/3/98

ARTICLES OF INCORPORATION  
OF  
HAWK'S GYM, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 9:13

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HAWK'S GYM, INC.

The address of the principal office of this corporation shall be 416 Ocean Avenue, #1, Melbourne Beach, Florida 32951, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one

time is 1,000 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 134 5th Avenue, Suite 102, Indialantic, Florida 32903, and the name of the initial registered agent of the corporation at that address is Paul A. Diequez, Esquire.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Neil Butler  
Dir.

416 Ocean Avenue, #1  
Melbourne Beach, Florida 32951

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Neil Butler 416 Ocean Avenue, #1  
Pres./Sec. Melbourne Beach, Florida 32951

Melissa Cartonla same  
V.Pres./Treas.

ARTICLE VII. INCORPORATOR

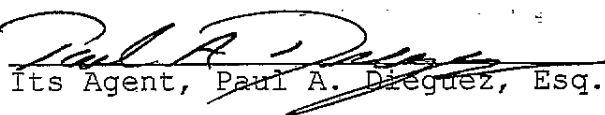
The name and street address of the incorporator to these Articles of Incorporation:

Law Office of  
Paul A. Dieguez & Sabrina L. Barker, P.A.  
134 5th Avenue, Suite 102  
Indialantic, Florida 32903

IN WITNESS WHEREOF, the undersigned agent of the Law Office of Paul A. Dieguez & Sabrina L. Barker, P.A., has hereunto set their hand and seal of the Law Office of Paul A. Dieguez & Sabrina L. Barker, P.A., on May 28, 1998.

LAW OFFICE OF  
PAUL A. DIEGUEZ & SABRINA L. BARKER, P.A.

By:

  
Its Agent, Paul A. Dieguez, Esq.

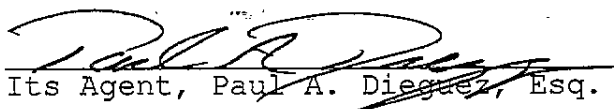
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 9:13

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

The Law Office of Paul A. Dieguez & Sabrina L. Barker, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

LAW OFFICE OF  
PAUL A. DIEGUEZ & SABRINA L. BARKER, P.A.

By:

  
Its Agent, Paul A. Dieguez, Esq.