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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FITNESS WAREHOUSE OF TAMPA, INC.
AUDIT NUMBER.....H98000015220
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 5
DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

m 8/17/98

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ARTICLES OF INCORPORATION
OF
FITNESS WAREHOUSE OF TAMPA, INC.

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ARTICLE I- NAME

The name of this corporation is FITNESS WAREHOUSE OF TAMPA, INC.

ARTICLE II- EFFECTIVE DATE

The effective date and time of the Articles of Incorporation shall be August 16, 1998 at 12:01 a.m.

ARTICLE III- DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

This instrument prepared by:
Ronald E. Snider, Esq.
7770 W. Oakland Pk. Blvd. #100
Sunrise, FL 33351
Florida Bar #149153

(954) 742-5006

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ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS**

The street address of the corporation's registered office is c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, Florida 33069 and the name of the registered agent of this corporation at said address is: EDUARDO D. GRUVMAN. The principal place of business of the corporation is: c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, Florida 33324.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

EDUARDO D. GRUVMAN
c/o Fitness & Nutrition Center
2122 Blount Road
Pompano Beach, FL 33069

ARTICLE X - INCORPORATOR

The name and address of the persons signing these Articles is:

EDUARDO D. GRUVMAN
c/o Fitness & Nutrition Center
2122 Blount Road
Pompano Beach, Florida 33069

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17 day of August, 1998.

Eduardo Gruvman
EDUARDO D. GRUVMAN, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 of August, 1998, by EDUARDO D. GRUVMAN, who is personally known to me or who produced _____ as identification.

Sandra Tavel
PRINTED NAME:
Notary Public, State of Florida
My Commission Expires:

F:\Document\Snider\Fallisno\Tampa



Sandra Tavel
MY COMMISSION # 00577348 EXPIRES
November 9, 2000
POWERED BY TROY PAW INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That FITNESS WAREHOUSE OF TAMPA, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward, State of Florida, has named EDUARDO D. GRUVMAN located at c/o Fitness & Nutrition Center, 2122 Blount Road, Pompano Beach, County of Broward, State of Florida (33069), as its agent to accept service of process within this state.

Eduardo D. Gruvman.

By: EDUARDO D. GRUVMAN, Subscriber
Date: August 17, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Eduardo D. Gruvman.

By: EDUARDO D. GRUVMAN
Registered Agent
Date: August 17, 1998

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