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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 922-4001

EFFECTIVE DATE  
10-30-98

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

American Muscle & Fitness II, Inc.

\*Note\*

the same  
parties own

"American  
Muscle & Fitness  
Inc." as those

who are incorporating

this company Thanks, Jennifer

Certificate of Status	1
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## ARTICLES OF INCORPORATION

EFFECTIVE DATE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article I. Name

The name of this Florida corporation is:  
American Muscle & Fitness II, Inc.

### Article II. Address

The mailing address of the Corporation is:  
American Muscle & Fitness II, Inc.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Fernando Garcia, Esq.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

### Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

Fernando Garcia | FL Bar Member 070017  
Law Offices of Fernando Garcia, P.A.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134  
305-447-4676

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Fernando Garcia  
Law Offices of Fernando Garcia, P.A.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on October 30, 1998.

The undersigned incorporator executed these Articles of Incorporation on November 2, 1998.



FERNANDO GARCIA  
by L.A. Uriarte as attorney-in-fact

Fernando Garcia | FL Bar Member 070017  
Law Offices of Fernando Garcia, P.A.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134  
305-447-4676

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**American Muscle & Fitness II, Inc.**

**REGISTERED AGENT/OFFICE:**

**Fernando Garcia, Esq.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134**

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.



**FERNANDO GARCIA, ESQ.**  
by L.A. Uriarte as attorney-in-fact

**Date: November 2, 1998.**

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