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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

JCM FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
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12/10/98

ARTICLES OF INCORPORATION
JCM FITNESS, INC.

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ARTICLE I - NAME

The name of this Corporation is: JCM FITNESS, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for all legal purposes of in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock at One Dollar (\$1.00) par value.

Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board.

Prepared by:
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The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasury shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertibles into or carrying a right to subscribe to or acquire shares, or any future issue of shares or convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is: 16645 Hemmingway Drive
Fort Lauderdale, Fl 33326

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ARTICLE VII - ADDRESS

The initial street address of the principal office of this Corporation is as follows: 16645 Hemmingway Drive
Fort Lauderdale, Fl 33326

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have (1) Director(s) initially.
The number of directors may be increased or diminished from time to time in such manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

DIRECTORS:

James C. Mannello 16645 Hemmingway Drive Fort
Lauderdale, Fl 33326

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or

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Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XI - REMOVAL OF DIRECTORS

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

N A M E :

A D D R E S S :

James C. Mannello

16645 Hemmingway Drive Fort
Lauderdale, Fl 33326

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders

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may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

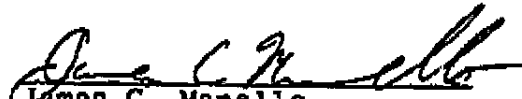
ARTICLE XIV - POWERS

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of November, 1998.

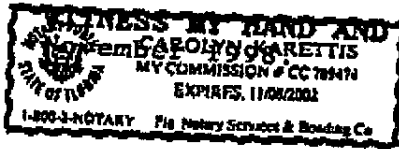

James C. Manello
Manello JCM

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

Before me personally appeared James C. Manello to me personally known or who produced FDI 4540-443-67-043-0as identification and known to me to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

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OFFICIAL SEAL this 31 day of November, 1998.

Carolyn Karetis
Notary Public
State of Florida

My Commission Expires:

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

In accordance with the Florida General Corporation Act,
Section 607.034, the following is submitted:

That "JCM FITNESS, INC." desiring to organize or qualify
under the Laws of the State of Florida, with its principal
place of business at 16645 Hemmingway Drive
Fort Lauderdale, FL 33326

has named:

James C. Manetto *for*

as its Resident Agent to accept service of process at
16645 Hemmingway Drive, Fort Lauderdale, FL 33326

Signature: James C. Manetto Date: 11/30/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above
named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity and
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

Date: 11/30/98

James C. Manetto
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