

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NEW BEGINNINGS HEALTH & FITNESS CENTER, INC.

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW BEGINNINGS HEALTH & FITNESS CENTER, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

NEW BEGINNINGS HEALTH & FITNESS CENTER, INC.

328 N.W. 143 STREET
BISCAYNE GARDENS, FL. 33168

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED ACCORDING
TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL
LAWFUL BUSINESS.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000) SHARES OF FIFTY
CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY CONDUCTED BY
A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE SHAREHOLDERS. THE SHAREHOLDERS
SHALL HAVE THE SAME POWER AND AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

KENNETH W. McCOY, P.A.
15150 N.W. 79 COURT, SUITE 195
MIAMI LAKES, FL 33016
(305)362-1841

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ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

DAVID IDESES
328 N.W. 143 STREET
BISCAYNE GARDENS, FL 33168

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

328 N.W. 143 STREET
BISCAYNE GARDENS, FL 33168

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

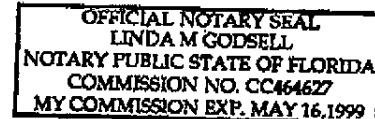
DAVID IDESES

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 12 DAY
OF March 1999.


INCORPORATOR



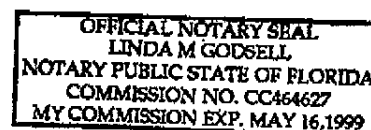
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED DAVID IDESES, WHO PRODUCED
THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER 1322-172-72-338-0, KNOWN TO
BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION OF NEW BEGINNINGS HEALTH & FITNESS CENTER,
INC. AND HE/ SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE
ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED
MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 12TH
DAY OF MARCH 1999.


NOTARY PUBLIC



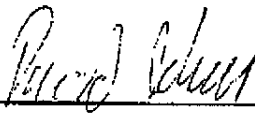
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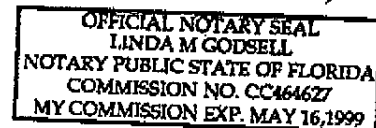
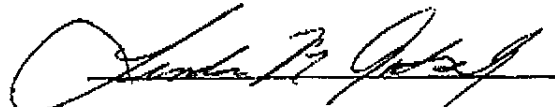
REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR DAVID IDESES AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID
CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION
AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT DADE COUNTY, FLORIDA, ON THIS 12 DAY OF March
March 1999.



DAVID IDESES



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA