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LAW OFFICE OF  
**LARRY D. PARKS, ESQUIRE**

7460 S.W. 130TH STREET  
PINECREST, FLORIDA 33156

LARRY D. PARKS  
SHERRY L. PARKS

TELEPHONE (305) 251-5790  
FACSIMILE (305) 254-6929

MARCH 22, 1999

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\*\*\*\*\*81.75 \*\*\*\*\*78.75

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Falls Fitness, Inc.**

Dear Sir or Madame;

Attached you will find one original set of Articles of Incorporation, along with our check in the amount of \$78.75 to cover the following disbursements:

\$ 35.00	Filing Articles of Incorporation
<del>11.75</del> <del>8.75</del>	Certified copy of Articles of Incorporation
35.00	Registered Agent Filing Fee
<del>\$78.75</del>	Total
81.75	

Thank you for your cooperation in this regard.

Sincerely,

  
\_\_\_\_\_  
Larry D. Parks

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:28

ARTICLES OF INCORPORATION  
OF  
FALLS FITNESS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 29 AM 9:28

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Falls Fitness, Inc.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in the fitness industry and/or any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is three (3), whose name and address is:

Ronnie B. Londner

7561 SW 137th Street  
Miami, Florida 33158

Jose Miguel Neyra

17100 SW 94th Avenue, #505

Delia Jean Jamison  
Miami, Florida 33165  
18140 SW 82nd Avenue  
Miami, Florida 33157

ARTICLE VI  
INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office mailing address and registered office is:

7460 SW 130th Street  
Pinecrest, Florida 33156

and the name of this corporation's initial registered agent at said address is Larry D. Parks, Esq..

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Ronnie B. Londner  
7561 SW 137th Street  
Miami, Florida 33158

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a

party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of March, 1999

Witnesses:

[Signature]  
[Signature]

Ronnie B. Londner  
Ronnie B. Londner, Incorporator

STATE OF FLORIDA: :  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared Ronnie B. Londner, [ ] who is personally known to me [ ] who produced the following as identification: \_\_\_\_\_, and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me that she subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 24<sup>th</sup> day of March, 1999

[Signature]  
Notary Public, State of Florida

CERTIFICATE OF REGISTERED AGENT



Larry D. Parks  
MY COMMISSION # CC606366 EXPIRES  
March 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **Falls Fitness, Inc.** desiring to incorporate under the laws of the State of Florida has named **Larry D. Parks, Esq.**, with an

address of 7460 SW 130th Street, Pinecrest, Florida 33156, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 said office.

Dated this 26<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
Larry D. Parks, Esq.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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