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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**IDOL'S GYM II, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION

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Idol's Gym II, Inc.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Idol's Gym II, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of Five Hundred Dollar(s) (\$ 500.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |                      |    |            |
|---------|----------------------|----|------------|
| NAME    | JAIME OSTOS          |    |            |
| ADDRESS | 681 N.E. 70th Street |    |            |
| CITY    | MIAMI                | FL | 33138-5709 |

The principal office, if known, or the mailing address of the corporation is:

|         |                      |    |       |
|---------|----------------------|----|-------|
| NAME    | Idol's Gym II, Inc.  |    |       |
| ADDRESS | 681 N.E. 70th Street |    |       |
| CITY    | MIAMI                | FL | 33138 |

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JOSEPH PATERNOSTRO  
ACCOUNTING SERVICES  
901 NE 125TH STREET, SUITE #103  
MIAMI FL 33161  
(305) 895-7355 FAX (305) 893-9696

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## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

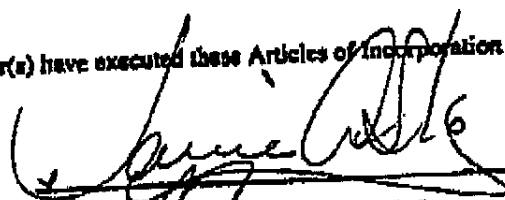
|         |                   |       |           |
|---------|-------------------|-------|-----------|
| NAME    | JAMES OSTOS       |       |           |
| ADDRESS | 681 N.E. 70th St  |       |           |
| CITY    | MIAMI FL. 33138   | STATE | FL        |
| NAME    | ANTHONY ENEMIM    |       |           |
| ADDRESS | 681 N.E. 70th St. |       |           |
| CITY    | MIAMI             | STATE | FL        |
| NAME    | CARL S. WOLTER    |       |           |
| ADDRESS | P.O. Box 403325   |       |           |
| CITY    | MIAMI BEACH FL.   | STATE | FL.       |
|         |                   |       | ZIP 33140 |

## ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|         |                      |       |           |
|---------|----------------------|-------|-----------|
| NAME    | JAMES OSTOS          |       |           |
| ADDRESS | 681 N.E. 70th Street |       |           |
| CITY    | MIAMI FL             | STATE | FL        |
| NAME    | ANTHONY ENEMIM       |       |           |
| ADDRESS | 681 N.E. 70th St.    |       |           |
| CITY    | MIAMI                | STATE | FL        |
| NAME    | CARL S. WOLTER       |       |           |
| ADDRESS | P.O. Box 403325      |       |           |
| CITY    | MIAMI BEACH          | STATE | FL.       |
|         |                      |       | ZIP 33140 |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9th day of August, 1999

 (Seal)  
 (Seal)  
 (Seal)

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CERTIFICATE AND KNOWLEDGE  
OF REGISTERED AGENTCERTIFICATE OF REGISTERED AGENT  
OF99 AUG 10 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Idd's Gym II, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0301, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 681 N.E. 70<sup>th</sup> StreetMiami, FL. 33138has named JAME OSTOS

located at the aforesaid address, as its Registered Agent to accept service of process within  
this state.

## ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the obliga-  
tions of that position, I hereby accept to act in this capacity, and agree to comply with the  
provisions of Florida Law in keeping open said office.

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(x) Jame Ostos  
(registered agent)

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