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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

IDOL'S GYM III, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

of

Idol's Gym III, Inc
(name of corporation)

The undersigned subscriber(s) in 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 III, 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) per 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	<u>JAMES OSTOS</u>		
ADDRESS	<u>681 N.E. 70th St.</u>		
CITY	<u>Miami, FL</u>	FLORIDA	FL. ZIP <u>33138</u>

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

NAME	<u>Idol's Gym III</u>		
ADDRESS	<u>681 N.E. 70th St.</u>		
CITY	<u>Miami</u>	FLORIDA	FL. ZIP <u>33138</u>

Daily Business Review - 07/94

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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:

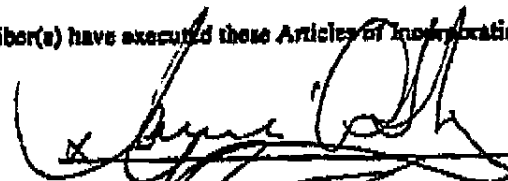
NAME	Jaime Ostos				
ADDRESS	681 N.E. 70th Street				
CITY	Miami,	STATE	FL	ZIP	33138
NAME	Anthony Eneim:				
ADDRESS	681 N.E. 70th Street				
CITY	Miami	STATE	FL	ZIP	33138
NAME	Carl S. Wolter				
ADDRESS	P.O. Box 403325				
CITY	Miami Beach	STATE	FL	ZIP	33140

ARTICLE VII - INCORPORATORS


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

NAME	Jaime Ostos				
ADDRESS	681 N.E. 70th Street				
CITY	Miami	STATE	FL	ZIP	33138
NAME	Anthony Eneim:				
ADDRESS	681 N.E. 70th Street				
CITY	Miami	STATE	FL	ZIP	33138
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

X  (Seal)

X _____ (Seal)

X  (Seal)

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**CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

IDOL'S GYM III, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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. 70th Street

Miami, FL 33138

has named JAIIME OSTOS

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

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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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Jaiime Ostos
(Registered agent)