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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

ACTION CLUB INTERNATIONAL SPA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION
OF
ACTION CLUB INTERNATIONAL SPA, INC.

ARTICLE I - NAME

The name of the corporation is ACTION CLUB INTERNATIONAL SPA, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is:
9010 SW 137TH AVENUE, SUITE 109
MIAMI, FL 33186

Prepared by: H99000033192
ROSALEA NUNEZ
304 Palermo Ave
Coral Gables, FL 33134

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:

**EDUARDO AJJAM
9010 SW 137TH AVENUE, SUITE 109
MIAMI, FL 33186**

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

**9010 SW 137TH AVENUE, SUITE 109
MIAMI, FL 33186**

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
EDUARDO AJJAM	9010 SW 137TH AVENUE, SUITE 109 MIAMI, FL 33186	PRESIDENT

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**EDUARDO AJJAM
9010 SW 137TH AVENUE, SUITE 109
MIAMI, FL 33186**

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

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ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS THEREOF, the undersigned subscriber has executed these

Articles of Incorporation on this 27 day of December

19__.

X [Signature]
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before

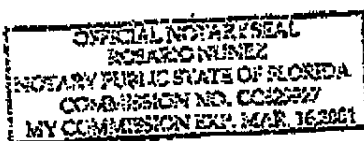
me on this 27 day of Dec. 1999

by _____.

[Signature]
Notary Public
State of Florida

Personally known to me
(or I.D. shown).

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **ACTION CLUB INTERNATIONAL SPA, INC.**, desiring to organize under the laws of the state of Florida, with its principal offices as indicated in the Articles of Incorporation has named **EDUARDO AJJAM** at **9010 SW 137TH AVE., SUITE 109, MIAMI, FL 33186** as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

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