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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: T 2 FITNESS, INC.

AUDIT NUMBER.....H96000017807

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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W96-26716

ARTICLES OF INCORPORATION

OF

H96000017807

T 2 FITNESS, INC.

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is:

T 2 FITNESS, INC.

ARTICLE II. GOVERNING LAW

This corporation is organized pursuant to the provisions of the Florida General Corporation Act.

ARTICLE III. DURATION

The period of its duration is perpetual, commencing on the date of execution and acknowledgement of these articles on December 18, 1996.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

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

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial principal office of this corporation is:

7355 N.W. 54th Court
Ft. Lauderdale, FL 33319

Prepared by:
Lewis S. Kimlox, Esquire
499 N.W. 70th Ave. Suite 108
Plantation, Fla. 33317
(954) 587-0800 Fla. Bar No. 119348

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The name of the initial registered agent of this corporation is LEWIS S. KIMLER. The Board of Directors from time to time may have the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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

NAME	ADDRESS
STEPHEN P. KUSHNER	7355 N.W. 54th Court Ft. Lauderdale, FL. 33319

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles is:

NAME	ADDRESS
STEPHEN P. KUSHNER President	7355 N.W. 54th Court Ft. Lauderdale, FL. 33319

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. RESTRICTION ON THE TRANSFER OF STOCK

The shares of capital stock of this corporation held by any shareholder may not be resold, pledged, hypothecated, mortgaged, or otherwise transferred to other persons or entities unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

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ARTICLE XI. AMENDMENT

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This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribed has executed these articles of incorporation on this 19 day of December, 1996.


STEPHEN P. KUSHNER,
Subscriber

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared STEPHEN P. KUSHNER, who is personally known to me or who produced a Florida Driver's License as identification and who did take an oath.

SWORN TO AND SUBSCRIBED before me this 19 day of December, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
at Large

Print Name: LEWIS S. KIMLER

My commission expires:



OFFICIAL SEAL
Lewis S. Kimler
My Commission Expires
Commission #CC 125471

OFFICIAL SEAL
Lewis S. Kimler
My Commission Expires 12/19/98
Commission #CC 125471



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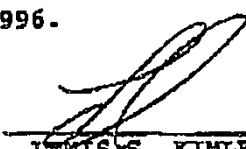
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

I, LEWIS S. KIMLER, do hereby consent to serve as registered agent for the corporation:

This 19 day of December, 1996.


LEWIS S. KIMLER

Address of registered agent:

499 N.W. 70th Ave.
Suite 108
Plantation, Fla. 33317
Broward: (954) 587-0800

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