

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : MALLORY LAW GROUP
Account Number : I20020000145
Phone : (561)743-3708
Fax Number : (561)743-3729

FLORIDA PROFIT CORPORATION OR P.A.

GW Fitness Centers, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04 (5)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT -3 PM 3:49

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ARTICLES OF INCORPORATION
OF
GW FITNESS CENTERS, INC.

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Article I - Name

The name of this corporation (the "Company") is GW FITNESS CENTERS, INC.

Article II - Principal Address

The principal address of the Company is: 403 Old Jupiter Beach Road, Jupiter, Florida 33477.

Article III - Commencement

The Company shall commence on the date of execution and acknowledgment of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1000 shares of common stock, \$0.01 par value.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1907 Commerce Lane, Suite 104, Jupiter, Florida 33468 and the name and address of the initial registered agent is Brad Eavenson, 1907 Commerce Lane, Suite 104, Jupiter, Florida 33468.

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Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and five directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is: Brad Eavenson, 1907 Commerce Lane, Suite 104, Jupiter, Florida 33468.

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, cross claim, third-party complaint or otherwise.

Article XII - Amendment

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

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for **GW FITNESS CENTERS, INC.**, at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.



Brad Eavenson, Registered Agent
DATE: October 2, 2002

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TALLAHASSEE, FLORIDA

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