

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**CSC networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

800-342-8086

P95000008481

RECEIVED  
95 FEB -1 AM 11:26  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 533728 81038A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 1, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 533728

CUSTOMER NO: 81038A

CUSTOMER: Steven W. Macris, Esq  
STEVEN W. MACRIS, ESQUIRE

609 S. Tamiami Trail

Venice, FL 34285

500001395395  
02/01/95--01053--013  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

P95000008481

NAME: P & P FITNESS ENTERPRISES,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

TM  
2-1-95  
02/A

FILED  
95 FEB -1 PM 2 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
P & P FITNESS ENTERPRISES, INC.

FILED  
95 FEB -1 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is P & P FITNESS ENTERPRISES, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The corporation's principal office shall be at 1011 Indian Hills Court, Venice, Florida 34293, and the corporation's mailing address shall be 1011 Indian Hills Court, Venice, Florida 34293.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 609 South Tamiami Trail, Venice, Florida 34285, and the name of the initial registered agent of this corporation at that address is STEVEN W. MACRIS.

## ARTICLE VII

### DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII

### INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
VINCENT PELLEGRINI	1011 Indian Hills Court Venice, FL 34293
ROBIN L. PELLEGRINI	1011 Indian Hills Court Venice, FL 34293

## ARTICLE IX

### SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
VINCENT PELLEGRINI	1011 Indian Hills Court Venice, FL 34293
ROBIN L. PELLEGRINI	1011 Indian Hills Court Venice, FL 34293

## ARTICLE X

### TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of this corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

## ARTICLE XI

### TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XII



REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII

AMENDMENT

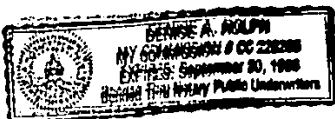
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

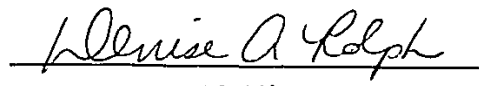
  
VINCENT PELLEGRINI  
  
ROBIN L. PELLEGRINI

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared VINCENT PELLEGRINI and ROBIN L. PELLEGRINI to me known to be the persons described as subscribers herein, who are personally known to me, who executed the foregoing, and they acknowledged before me that they subscribed to the said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 31 day of January, 1995.



  
DENISE A. ROLPH  
(Typed, printed or stamped  
name of Notary Public)

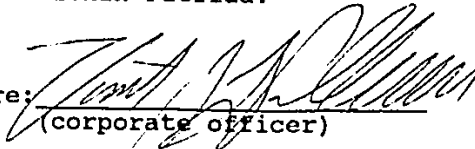
FILED  
95 FEB -1 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

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In compliance with Section 46.091, Florida Statutes, the following is submitted:

FIRST . . . That P & P FITNESS ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1011 Indian Hills Court, Venice, Florida 34293 has named STEVEN W. MACRIS, 609 S. Tamiami Trail, Venice, Florida 34285, as its agent to accept service of process within Florida.

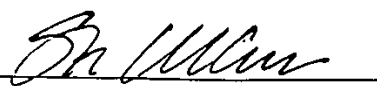
Signature: 

(corporate officer)

Title: SUBSCRIBER

Date: 1/31/95

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 

Date: JANUARY 31, 1995