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PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 968789 11440A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 29, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 968789

CUSTOMER NO: 11440A

CUSTOMER: Tom Roman, Esq
ROMAN & ROMAN, P.A.

Suite #1
2196 Main Street
Dunedin, FL 34698

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 MAY 29 PM 3:38

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DOMESTIC FILING

NAME: DR. FRED HATFIELD'S
SPORTSTRENGTH TRAINING
EQUIPMENT COMPANY

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
95 MAY 29 AM 11:38
DIVISION OF CORPORATION

DL
5/29/96

EFFECTIVE DATE

5/28/96

ARTICLES OF INCORPORATION
OF
DR. FRED HATFIELD'S SPORTSTRENGTH
TRAINING EQUIPMENT COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:30

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the Corporation is **DR. FRED HATFIELD'S SPORTSTRENGTH TRAINING EQUIPMENT COMPANY.**

ARTICLE II - Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Principal Office

The initial principal office of the Corporation will be located at 3002 Tanglewood Drive, Clearwater, Florida, 34621.

ARTICLE V - Stated Capital

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have two (2) directors initially. The number of

directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the Initial Directors who shall hold office until their successor(s), who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

<u>Name</u>	<u>Address</u>
FREDERICK C. HATFIELD	3002 Tanglewood Drive Clearwater, FL 34621
TREVIT S. SMITH	15181 North Washington Broomfield, CO 80020

ARTICLE VII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE X - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ROMAN & ROMAN	2196 Main Street, Suite L Dunedin, FL 34698

ARTICLE XI - Initial Registered Office and Registered Agent

The Initial Registered Agent and its address at the Registered Office of the Corporation is: **ROMAN & ROMAN, 2196 Main Street, Suite L, Dunedin, Florida 34698.**

Acknowledgment of Registered Agent

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

ROMAN & ROMAN

By: *Paula C. Roman*
Paula C. Roman, Vice President

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 28th day of May, 1996.

ROMAN & ROMAN

By: *Paula C. Roman*
Paula C. Roman, Vice President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of May, 1996, by **Paula C. Roman**, as Vice President of **ROMAN & ROMAN**, who is personally known to me.

Wenona Ritter
Notary Public

My commission expires:

Wenona Ritter
Printed or Stamped Name of Notary

corp/hatfield/articles



WENONA RITTER
MY COMMISSION # CC446335 EXPIRES
March 19, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 P11 3:30