

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9171

800-342-8086

**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

**A95000001325**

400.0001150110174  
-09/11/95--01040--003  
\*\*\*682.50 \*\*\*682.50

ACCOUNT NO. : 072100000032

REFERENCE : 675839 3360A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 7, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 675839

CUSTOMER NO: 3360A

CUSTOMER: Kimberly Fenichel, Legal Asst  
RUDEN BARNETT MCCLOSKEY SMITH  
SCHUSTER & RUSSELL, P.A.  
P.O. Box 1900

Ft. Lauderdale, FL 33302

DOMESTIC FILING

NAME: FITNESS VENTURES, LTD.

ARTICLES OF INCORPORATION  
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

G. TAX  
FILING 595.00  
R. AGENT FEE 35.00  
J. COPY 52.50  
TOTAL 682.50  
N. BANK  
BALANCE DUE  
OFFIND

FILED  
95 SEP -7 PM12:04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED  
95 SEP -7 PM12:05  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
95 SEP -7 PM12:10  
DIVISION OF CORPORATIONS

311  
9/7/95

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FITNESS VENTURES, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP -7 PM 12:05

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Fitness Ventures, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 2234 West Atlantic Avenue, Congress Square, Delray Beach, Florida 33445.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Walter F. Hiller, 2234 West Atlantic Avenue, Congress Square, Delray Beach, Florida 33445.
4. The name and business address of the General Partner of the Partnership is as follows:

GENERAL PARTNER

W.F. Hiller Associates, Inc.  
a Florida corporation

894 000076296

BUSINESS ADDRESS

2234 West Atlantic Avenue  
Congres. Square  
Delray Beach, FL 33445

5. A mailing address for the Partnership is as follows:

2234 West Atlantic Avenue  
Congress Square  
Delray Beach, Florida 33445

Prepared by: Glen A. Stankee, Esq., FL Bar #331848  
Ruden Barnett, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

6. The latest date upon which the Partnership is to dissolve is December 31, 2025 unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this Certificate this 26 day of AUG, 1995.

GENERAL PARTNER:

W.F. HILLER ASSOCIATES, INC., a  
Florida corporation

By: Walter F. Hiller  
Walter F. Hiller, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

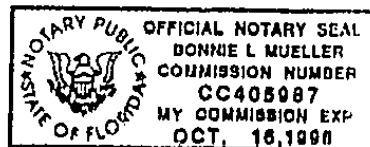
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Walter F. Hiller, the President of W.F. Hiller Associates, Inc., a Florida corporation, who is personally known to me ~~or who has produced~~ as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of August, 1995.

Bonnie L. Mueller  
Signature of Notary Public

BONNIE L. MUELLER  
Typed or printed name of Notary

My commission expires:



Prepared by: Glen A. Stankee, Esq., FL Bar #331848  
Ruden Barnett, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP -7 PM 12:05

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Fitness Ventures, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 26 day of AUG, 1995.

Walter F. Hiller  
Walter F. Hiller

STATE OF FLORIDA

COUNTY OF PALM BEACH

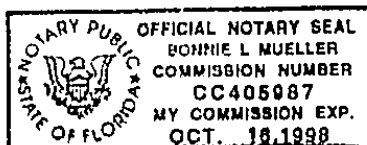
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Walter F. Hiller, who is personally known to me or who produced \_\_\_\_\_ as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26<sup>th</sup> day of August, 1995.

Bonnie L. Mueller  
Notary Public Signature

BONNIE L. MUELLER  
Typed or Printed Name of Notary

My commission expires:



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Ruden Barnett, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
FITNESS VENTURES, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
95 SEP -7 PM 12:05

The undersigned, constituting the sole General Partner of Fitness Ventures, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$85,000.00 and no additional capital contributions are obligated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

**W.F. HILLER ASSOCIATES, INC., a**  
Florida corporation

By: Walter F. Hiller  
Walter F. Hiller, President

Prepared by: Glen A. Stanke, Esq., FL Bar #331848  
Ruden Barnett, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

STATE OF FLORIDA  
COUNTY OF PALM BEACH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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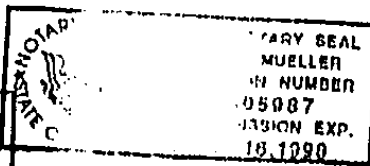
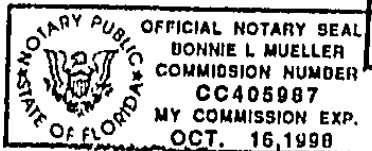
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Walter F. Hiller, the President of W.F. Hiller Associates, Inc., a Florida corporation, who is personally known to me or who ~~has~~ produced as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26<sup>th</sup> day of August, 1995.

Bonnie L. Mueller  
Signature of Notary Public

BONNIE L. MUELLER  
Typed or printed name of Notary

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