

F01000000238

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

MJH

SUBJECT: Health & Fitness Concepts Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam: 00855-00310-00671

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathy FREEMAN
(Name of Person)
Health & Fitness Concepts Inc
(Firm/Company)
1517 SE 2nd Street
(Address)
Ft. Lauderdale Florida 33301
(City/State and Zip code)

For further information concerning this matter, please call:

David J Freeman Esq. at (954) 467-6977
(Name of Person) (Area Code & Daytime Telephone Number)

W-30280
800003512088-- 2
-12/22/00 -01090-009
*****87.50 *****87.50

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 1:08

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2000

KATHY FREEMAN
HEALTH & FITNESS CONCEPTS, INC.
1517 SE 2ND STREET
FT. LAUDERDALE, FL 33301

SUBJECT: HEALTH & FITNESS CONCEPTS, INC.
Ref. Number: W00000030280

*box p/o
(954) 467-6510*

We have received your document for HEALTH & FITNESS CONCEPTS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 500A00064759

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned KATHY H. FREEMAN, do hereby certify
(Name)

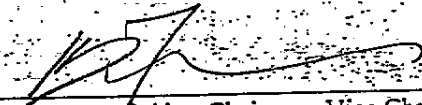
that this Resolution of the Board of Directors of Health & Fitness
Concepts Inc
(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York
was duly adopted on JAN. 8 2001

Be it resolved, that Health & Fitness Concepts Inc
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name
Wellness Concepts, Inc for use in Florida.

Dated: JAN. 8, 2001


Signature of either Chairman, Vice Chairman or any officer President

Kathy Freeman
Type or print Name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Health & Fitness Concepts Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 23 1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 220 FERRIS Avenue White Plains N.Y. 10603
(Principal office address)
- 1517 SE 2nd Street Ft. Lauderdale Fla. 33301
(Current mailing address)

8. Any lawful Purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: DAVID J FREEMAN Esq

Office Address: 1509 SE 2nd COURT

Ft. Lauderdale, Florida 33301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
01 JAN 16 PM 1:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached. Attached directors rider Kathy Freeman

Address: 1517 SE 2nd st.
Ft. Lauderdale Fla. 33301

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kathy Freeman

Address: 1517 SE 2nd st.
Ft. Lauderdale Fla. 33301

Vice President: _____

Address: _____

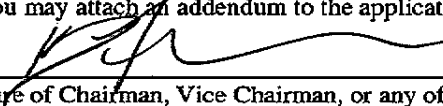
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathy Freeman President
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of HEALTH & FITNESS CONCEPTS, INC. was filed on 05/23/1985, under the name of HOME-BODIES FITNESS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A certificate changing name to HAGER-WILEY FITNESS CONCEPTS, INC. was filed on 07/21/1987.

A certificate changing name to HEALTH & FITNESS CONCEPTS, INC. was filed on 08/25/1992.

A Biennial Statement was filed 01/29/1993.

A Biennial Statement was filed 08/21/1997.

A Biennial Statement was filed 06/03/1999.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of December
two thousand.*

Special Deputy Secretary of State