

**ROGERS, MORRIS & ZIEGLER**

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)  
JOHN E. MORRIS (1886-1955)  
JOHN E. MORRIS, JR. (1920-1985)  
DWIGHT L. ROGERS, JR.  
ROBERT E. ZIEGLER  
J. PATRICK DYAL  
ROMNEY C. ROGERS  
RUSSELL A. WHITE  
DANA ZIEGLER HOLDING  
MARK F. BOOTH

300 VICTORIA PARK CENTRE  
1401 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431  
TELECOPIER (954) 763-2692

November 10, 1997

**CORPORATE RECORDS BUREAU**  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

800002347928--2  
-11/14/97--01095--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of GETTING STRONGER, INC.

Dear Sir/Madam:

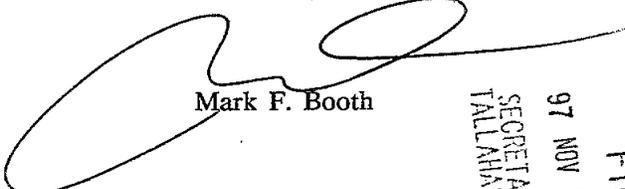
Enclosed for filing are an original and executed copy of the Articles of Incorporation for GETTING STRONGER, INC., a not for profit corporation together with our check for \$70.00 as filing fee. We are not requesting a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

**ROGERS, MORRIS & ZIEGLER**



Mark F. Booth

MFB/nmk  
Encls.  
cc: Vincent F. Andreano

FILED  
97 NOV 14 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten:* 97-11-17-97

FILED  
97 NOV 14 PM 3:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GETTING STRONGER, INC.**

**ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

**Article I - Name**

The name of this corporation shall be:

**GETTING STRONGER, INC.**

The principal place of business of this corporation shall be:

1001 Ocean Drive, Miami Beach, Florida 33139.

**Article II - Duration**

The period of the duration of this corporation is perpetual, unless dissolved according to law.

**Article III - Purpose**

The purpose for which the corporation is organized is to provide a facility for physical fitness training, education and other health and fitness related services for disabled persons and the community in general, as well as any other lawful acts permitted by a not for profit corporation under Florida law.

**Article IV - Qualifications for Directors and Members**

The qualifications for directors and members and the manner of their election and admission are contained in the By-Laws of the Corporation.

**Article V - Board of Directors**

The corporation shall have a Board of Directors consisting of three (3) persons. The number of directors may be increased from time to time by resolution of a majority of the members of the corporation but shall never be less than three (3).

The name and address of the initial directors of this corporation are:

**VINCENT F. ANDREANO**  
1010 Northwest 132nd Avenue  
Sunrise, Florida 33323

**ANTONIO ALMEIDA**  
1521 Alton Road, Suite 143  
Miami Beach, Florida 33139

**VINCENT P. ANDREANO**  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

Article VI - Members of the Corporation

The members of the corporation are:

**VINCENT F. ANDREANO**  
1010 Northwest 132nd Avenue  
Sunrise, Florida 33323

**ANTONIO ALMEIDA**  
1521 Alton Road, Suite 143  
Miami Beach, Florida 33139

**VINCENT P. ANDREANO**  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

Article VII - Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose. Any such assets not so disposed of shall be

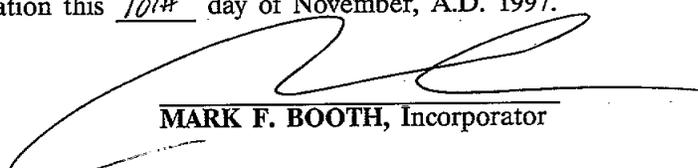
disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article VIII - Incorporator

The name and address of the Incorporator is as follows:

MARK F. BOOTH, ESQUIRE  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

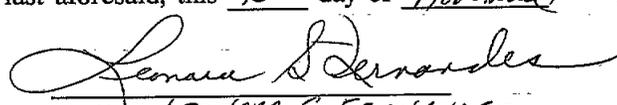
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of November, A.D. 1997.

  
MARK F. BOOTH, Incorporator

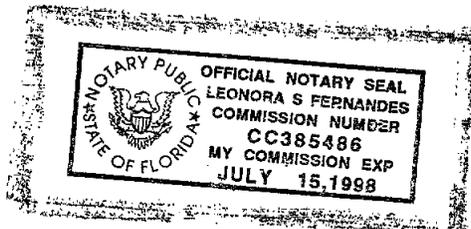
STATE OF FLORIDA  
SS:  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared MARK F. BOOTH of ROGERS, MORRIS & ZIEGLER, who is personally known to me or who produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 10<sup>th</sup> day of November, A.D. 1997.

  
Print Name: LEONORA S. FERNANDES  
Notary Public-State of Florida

Commission No. CC385486  
My Commission Expires:



**GETTING STRONGER, INC.**

**Members**

**VINCENT F. ANDREANO**  
1010 Northwest 132nd Avenue  
Sunrise, Florida 33323

**ANTONIO ALMEIDA**  
1521 Alton Road, Suite 143  
Miami Beach, Florida 33139

**VINCENT P. ANDREANO**  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

**GETTING STRONGER, INC.**

**Officers**

**VINCENT F. ANDREANO, President**  
1010 Northwest 132nd Avenue  
Sunrise, Florida 33323

**ANTONIO ALMEIDA, Secretary**  
1521 Alton Road, Suite 143  
Miami Beach, Florida 33139

**VINCENT P. ANDREANO, Treasurer**  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

**Directors**

**VINCENT F. ANDREANO**  
1010 Northwest 132nd Avenue  
Sunrise, Florida 33323

**ANTONIO ALMEIDA**  
1521 Alton Road, Suite 143  
Miami Beach, Florida 33139

**VINCENT P. ANDREANO**  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:  
GETTING STRONGER, INC.
2. The name and address of the registered agent and office is:

VINCENT P. ANDREANO  
Rogers, Morris & Ziegler  
300 Victoria Park Centre  
1401 East Broward Boulevard  
Fort Lauderdale, Florida 33301

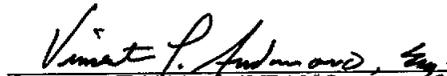
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED this 7 day of November, 1997.

  
VINCENT F. ANDREANO, President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 7 day of NOVEMBER, 1997.

  
VINCENT P. ANDREANO