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3 Certified Mediator

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May 31, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

FILED  
00 JUN -2 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-06/02/00--01039--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

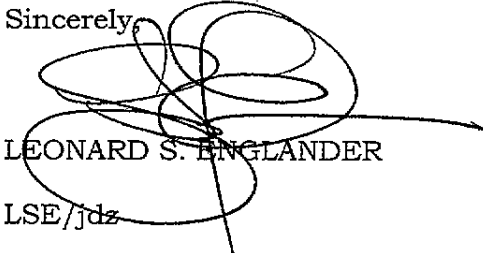
Re: Central Avenue Gym, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same. Thank you.

Sincerely,



LEONARD S. ENGLANDER

LSE/jdz

Enclosures

D. BROWN JUN 1 2 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTRAL AVENUE GYM, INC., a Florida corporation**

**FILED**  
00 JUN -2 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

1.1. The name of the corporation is **CENTRAL AVENUE GYM, INC.**

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

**ARTICLE V**

**Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

**ARTICLE VI**

**Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is 721 1<sup>st</sup> Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

**ARTICLE VII**

**Principal Office and Mailing Address**

7.1 The initial principal office of this corporation is located at 320 Central Avenue, St. Petersburg, Florida 33701, and the corporation's initial mailing address shall be 320 Central Avenue, St. Petersburg, Florida 33701.

**ARTICLE VIII**

**Initial Board of Directors**

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER  
721 1<sup>st</sup> AVENUE NORTH  
ST. PETERSBURG, FL 33701

**ARTICLE IX**

**Incorporators**

9.1 The name and address of the persons signing these Articles is the Corporation's existing shareholders:

LEONARD S. ENGLANDER

**ARTICLE X**

**Indemnification**

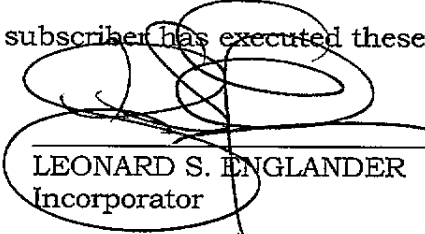
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**

**Amendment**

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 31, 2000.

  
LEONARD S. ENGLANDER  
Incorporator

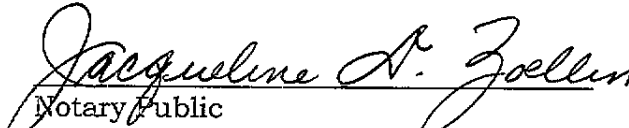
STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of Central Avenue Gym, Inc., a Florida corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

31<sup>st</sup> day of ~~April~~ MAY, 2000. WITNESS my hand and official seal at Pinellas County and State aforesaid, this

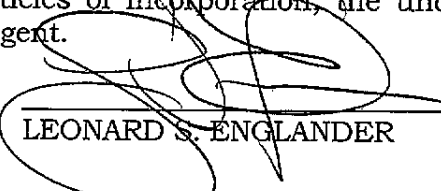


Jacqueline D. Zoellin  
MY COMMISSION # CC558952 EXPIRES  
June 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public  
Commission No.  
JACQUELINE D. ZOELLIN  
(Name of Notary typed, printed or stamped)

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for **Central Avenue Gym, Inc.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

  
LEONARD S. ENGLANDER

STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S.

FILED  
00 JUN -2 PM 1:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

31 WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of May, 2000.



Jacqueline D. Zoellin  
MY COMMISSION # CC558952 EXPIRES  
June 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

*Jacqueline D. Zoellin*  
\_\_\_\_\_  
Notary Public  
Commission No.

JACQUELINE D. ZOELLIN

(Name of Notary typed, printed or stamped)