

(SAMPLE LETTER OF TRANSMITTAL)  
**P000000061083**  
Date JUNE 14th, 2000

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: FITNESS AUTHORITY, Inc.  
(name of corporation)

600003295616--5  
-06/19/00--01104--010  
\*\*\*\*122.50 \*\*\*\*78.75

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

MICHAEL T. KELLY

(individual's name)

FITNESS AUTHORITY, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION

FITNESS AUTHORITY, INC.  
3470 Pinewalk Dr. No.  
Apt 211  
Margate, FL 33063

PHONE

(954 ) 341-5328

Area Code

Number

Ext.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 19 AM 10:12

g 6/23/00

# ARTICLES OF INCORPORATION

of

FITNESS AUTHORITY, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

FITNESS AUTHORITY, INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. MKTG OF FITNESS LITERATURE-BOOKS RETAIL

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500 ) of Common Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Fitness Authority, Inc.</u>		
ADDRESS	<u>3470 Pinewalk Drive, No. Apt 211</u>		
CITY	<u>Margate</u>	FLORIDA	ZIP <u>33063</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Michael T. Kelly</u>		
ADDRESS	<u>3470 Pinewalk Drive, No. Apt 211</u>		
CITY	<u>Margate</u>	FLORIDA	ZIP <u>33063</u>

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Michael T. Kelly</u>		
ADDRESS	<u>3470 Pinewalk Drive, No. Apt 211</u>		
CITY	<u>Margate</u>	STATE <u>FL</u>	ZIP <u>33063</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP


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# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Michael T. Kelly		
ADDRESS	3470 Pinewalk Drive, No. Apt 211		
CITY	Margate	STATE	FL. ZIP 33063
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of June, ~~XX~~ 2000

 (Seal)  
 Michael T. Kelly  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF Broward )

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

  
 Michael T. Kelly

FL DL K400-558-69-145-0

Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL



Lisa J. Von Hoffen  
 Commission # CC 920371  
 Expires April 30, 2004  
 Bonded Through  
 Atlantic Bonding Co., Inc.

Witness my hand and official seal in the County and State last aforesaid this 14th day of June, ~~XX~~ 2000

Notary Signature

Lisa J. von Hoffen  
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT.

CERTIFICATE OF REGISTERED AGENT  
OF

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Fitness Authority, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 3470 Pinewalk Drive, No. Apt 211

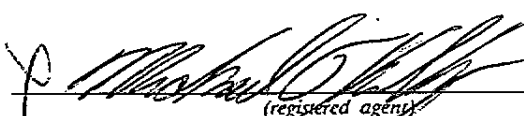
Margate, FL 33063

has named Michael T. Kelly

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)  
Michael T. Kelly