

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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U.S. Sport And Fitness, Inc

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Referral \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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00 AUG 25 AM 10:38  
DIVISION OF CORPORATIONS  
T. SMITH AUG 25 2000

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

*Articles of Incorporation*  
*For*  
***U.S SPORT AND FITNESS, INC.***

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation

**Article I**  
**Name of Corporation**

The name of this corporation shall be **U.S. SPORT AND FITNESS, INC.**

**Article II**  
**Purposes**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III**  
**Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/or her to exercise his/or her preemptive rights.

Prepared by: Douglas E. Ede, Esquire  
Salas, Ede, Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143  
Phone No. (305) 663-0000  
Florida Bar No. 764787

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article IV**  
**Duration**

This corporation shall have perpetual existence.

**Article V**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Directors of this corporation are:

Douglas E. Ede	6361 Sunset Drive
	South Miami, Florida 33143

**Article VI**  
**Informal Shareholder Action**

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

**Article VII**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Article VIII**  
**Indemnification**

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

**Article IX**  
**Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors provided that such amendment is in compliance with the laws of Florida governing corporation.

**Article X  
Registered Agent**

The address of this Corporation's initial registered office and the designated initial registered agent at said address is as follows:

Douglas E. Ede, Esq.  
Salas, Ede, Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143

**Article XI  
Incorporator**

The name and address of the incorporator is as follows:

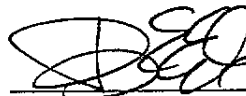
Douglas E. Ede  
6361 Sunset Drive  
South Miami, Florida 33143

**Article XII  
Corporate Address**

The mailing address of the corporation is as follows:

U.S. Sport and Fitness, Inc.  
18261 Northwest 16<sup>th</sup> Street  
Pembroke Pines, Florida 33029

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on this 24<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Douglas E. Ede  
Incorporator

**REGISTERED AGENT ACCEPTANCE**

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.



Douglas E. Ede  
Salas, Ede, Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143

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CLERK OF DISTRICT COURT  
SOUTH DISTRICT OF FLORIDA  
MIAMI, FLORIDA

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF DADE       )

The preceding or attached instrument was acknowledged before me on \_\_\_\_\_  
by Douglas E. Ede, who is personally known to me and did not take oath.

{Notary Seal}

\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Print or Type Name of Notary Public