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29 September 2000

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-10/03/00--01031--018  
\*\*\*\*122.50 \*\*\*\*78.75

Corporate Records Bureau  
*Division of Corporations*  
P. O. Box 6327  
Tallahassee, FL 32314

*Re: Madison Fitness Management, Inc.*

To Whom It May Concern:

I enclose herewith, the **original** and one **copy** of the **ARTICLES OF INCORPORATION** for the above named corporation, along with my **check** in the amount of \$ **122.50** in payment of the following:

|                             |                 |
|-----------------------------|-----------------|
| <b>Filing Fee</b>           | <b>\$ 35.00</b> |
| <b>Certified Copy</b>       | <b>\$ 52.50</b> |
| <b>Registered Agent Fee</b> | <b>\$ 35.00</b> |

Please certify the copy after the **ARTICLES OF INCORPORATION** are filed and return to the undersigned.

Very truly yours,

Hope Strong III

HSIII/cl  
Enclosures  
File # 2227

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -3 AM 10:43

THE LETTER OF THE LAW KILLETH BUT THE SPIRIT GIVETH LIFE

gf 10/5/00

**ARTICLES OF INCORPORATION**  
**of**  
**MADISON FITNESS MANAGEMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT -3 AM 10:43

**KNOW ALL MEN BY THESE PRESENTS:** That the undersigned (s) has/have associated himself/herself/themselves together and does (do) hereby certify that he/she/they / associate(s) himself/herself/themselves together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE ONE**

The name of this corporation shall be **MADISON FITNESS MANAGEMENT, INC.**

**ARTICLE TWO**

The general nature of the business to be transacted by this corporation shall be **property management** and all other activities permitted under the laws of Florida and the United States of America.

**ARTICLE THREE**

The maximum number of shares of stock which may be issued by this corporation is **1,000,000 shares of common stock having no par value.**

**ARTICLE FOUR**

The holders of common stock shall be entitled to preemptive rights.

**ARTICLE FIVE**

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation, provided, however, that these Articles are filed with the Department of State within five days thereof, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall begin from the date of such filing with the Department of State. The corporation shall have perpetual existence thereafter unless sooner dissolved according to law.

**ARTICLE SIX**

The street address of the initial principal office of this corporation shall be **11337 Riverbank Blvd., Orlando, Florida 32817** and, if different, the mailing address of this corporation is: (same).

## **ARTICLE SEVEN**

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than **one (1)** member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

## **ARTICLE EIGHT**

The names and street addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

**NAME: ROBERT G. MAYBERRY II**

**STREET ADDRESS: 11337 Riverbank Blvd., Orlando, Florida 32817**

## **ARTICLE NINE**

The name and street address of the **subscriber** of these Articles of Incorporation is follows:

**NAME: ROBERT G. MAYBERRY II**

**STREET ADDRESS: 11337 Riverbank Blvd., Orlando, Florida 32817**

## **ARTICLE TEN**

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

## **ARTICLE ELEVEN**

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statute or restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.
3. The number of Directors of this corporation shall be fixed from time to time by the by-laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.
4. The corporation in its by-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation, and the date of such meeting may be changed from time to time as the by-laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the by-laws.
7. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Articles III and IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

## ARTICLE TWELVE

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

### ARTICLE THIRTEEN

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stock-holders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

### ARTICLE FOURTEEN

#### **Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Designation of Registered Office and Registered Agent.**

In Pursuance of Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **MADISON FITNESS MANAGEMENT, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in Article VI, has named **ROBERT G. MAYBERRY II** as its agent to accept service of process within this state.

SECOND: The registered agent of this corporation shall be **ROBERT G. MAYBERRY II** who shall maintain the registered office at **11337 Riverbank Blvd., Orlando, Florida 32817.**

THIRD: Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

**ROBERT G. MAYBERRY II**  
Registered Agent

THE UNDERSIGNED, being the original subscriber(s) to the capital stock hereinbefore named, for the purposes of forming a corporation to do business within the State of Florida, makes, subscribes, acknowledges and files these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true, and accordingly, has hereunto set his, her or their names and seals this the 29th day of September 2000.



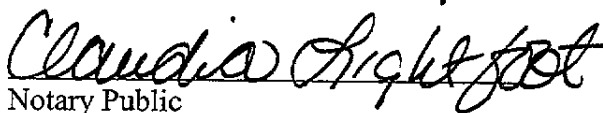
[SEAL]

ROBERT G. MAYBERRY II

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **ROBERT G. MAYBERRY II** personally known to me or who presented \_\_\_\_\_ as identification to be the person described in and who executed the foregoing Articles of Incorporation as subscriber to those Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State named above, this the 29th day of September 2000.

  
Notary Public

