

P00000104735



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 888463 9666A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 2000

ORDER TIME : 2:27 PM

ORDER NO. : 888463-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq  
Hart & Gray

P. O. Box 3310

Ocala, FL 34478-3310

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 4:48

DOMESTIC FILING

NAME: ~~BODY-MAX, INC.~~

EFFECTIVE DATE:

900003454059--2

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

*W-26018/00*  
*Pt 11/2/00*

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 3:30

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING  
CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 4: 48

November 7, 2000

CSC NETWORKS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BODY MAX, INC.  
Ref. Number: W00000026618

We have received your document for BODY MAX, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 900A00057621

RECEIVED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -7 PM 4: 36  
TO ASSISTANT  
SUFFICIENT OF FILING

ARTICLES OF INCORPORATION  
OF

BODY MAX OF OCALA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 4:48

ARTICLE 1.

**Section 1.1 Name and Address.** The name of the Corporation is <sup>Body Max of Ocala, Inc.</sup> and the mailing address of the Corporation is 2801 S.W. 20<sup>TH</sup> Street, Unit #103, Ocala, Florida 34474.

ARTICLE 2.

**Section 2.1 Duration.** The period of duration of the Corporation is perpetual.

ARTICLE 3.

**Section 3.1 Powers.** The Corporation is organized for the purposes of transacting any and all useful business.

**Section 3.2 Authority of Directors.** The Board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

**Section 4.1 Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

ARTICLES OF INCORPORATION  
FOR  
BODY MAX OF OCALA, INC.

*Page 2 of 5*

---

**Section 4.2 Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

**Section 4.3 Pre-Emptive Right.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**Section 4.4 Shares Not in Classes.** The shares of the Corporation are not to be divided into classes.

**ARTICLE 5.**

**Section 5.1 Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**ARTICLE 6.**

**Section 6.1 Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any

ARTICLES OF INCORPORATION  
FOR  
BODY MAX OF OCALA, INC.

*Page 3 of 5*

---

Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

**Section 6.2 Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**Section 6.3 Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**Section 6.4 Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

ARTICLES OF INCORPORATION  
FOR

BODY MAX OF OCALA, INC.

*Page 4 of 5*

---

**Section 6.5 Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

**ARTICLE 7.**

**Section 7.1 Organizing Directors.** The initial Board of Directors shall consist of two (2) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Gerald DeWitt	12700 S. E. U.S. Highway 441 Bellevue, FL 34420-4568
Scott Kalb	1960 S. E. 150 <sup>th</sup> Street Summerfield, FL 34491

**ARTICLE 8.**

**Section 8.1 Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is Gerald Dewitt, whose mailing address is 2801 S.W. 20<sup>TH</sup> Street, Unit #103, Ocala, Florida 34474.

ARTICLES OF INCORPORATION  
FOR  
BODY MAX OF OCALA, INC.

Page 5 of 5

ARTICLE 9.

**Section 9.1 Incorporators.** The name and address of the person signing these Articles is Gerald DeWitt whose mailing address is 2801 S.W. 20<sup>TH</sup> Street, Unit #103, Ocala, Florida 34474

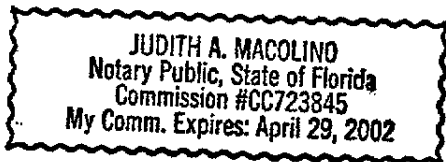
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 3rd day of November, 2000.

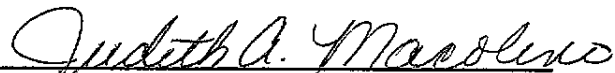
  
Gerald DeWitt

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Gerald DeWitt** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 3rd day of November, 2000.




  
Print Name: Judith A. Macolino  
Notary Public, State of Florida

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Gerald DeWitt whose address is 2801 S.W. 20<sup>TH</sup> Street, Unit #103, Ocala, Florida 34474, is the initial registered agent named in the Articles of Incorporation to accept service of process for <sup>Body Max of Ocala, Inc.,</sup> a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 3rd of November, 2000.

  
Gerald DeWitt

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 4:48