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TRANSMITTAL LETTER

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

November 3, 2000

200003402202-7
11/14/00-01007-005
*****78.75 *****78.75

SUBJECT: AMERICAN FITNESS SERVICES, INC.

Enclosed: one original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Darryl G. Menzies
ADDRESS: 116 South Semoran Blvd.
Winter Park Fl 32792
(305) 582-6940

FILED
00 NOV 13 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 15 2000

FILED

ARTICLES OF INCORPORATION
OF
AMERICAN FITNESS SERVICES, INC.

00 NOV 13 PM 3: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article I - Name

The name of the Corporation is **American Fitness Services, Inc.**

Article II - Purpose of the Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III - Principal Office

The address of the Principal Office is 116 South Semoran Blvd. Winter Park Fl 32792 and the mailing address is the same.

Article IV - Corporate Capitalization

1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND SHARES (10,000)** shares of common stock, each having the par value of **One Hundred Dollars (\$100)**.
2. No holder of the shares of stock shall have any preemptive right to subscribe to or purchase and additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
3. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.
4. The Board of Directors of The Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

Article V - Directors

The Directors of the Corporation are:

Colin Esaw - 116 South Semoran Blvd. Winter Park Fl 32792

Darryl Menzies - 116 South Semoran Blvd. Winter Park Fl 32792

Patricia Menzies - 116 South Semoran Blvd. Winter Park Fl 32792

Article VI - The President

The initial President is:

Colin Esaw
116 South Semoran Blvd. Winter Park Fl 32792

Article VI I- Incorporator

The name and street address of the incorporator is:

Darryl Menzies - 116 South Semoran Blvd. Winter Park Fl 32792

Article VIII - Registered Agent

The name and street address of the Registered Agent is:

Darryl Menzies - 116 South Semoran Blvd. Winter Park Fl 32792

Article IX - Powers of the Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article X - Terms of Existence

This Corporation shall have perpetual existence.

Article XI - Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part on any other person, whether or not the Corporation shall have notice thereof.

Article XII - Bylaws

The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XIII - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article XIV - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledging my appointment as **Registered Agent to American Fitness Services, Inc.**, on this day of November 3, 2000.


Darryl G. Menzies,
Registered Agent

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this day of November 3, 2000.


Darryl G. Menzies,
Incorporator