

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000112853

Muscleplex Gym, Inc.

600003492446--8
-12/08/00--01093--024
*****70.00 *****70.00

Signature

Requested by:

Name SL Date 12/8/00 Time 2:08

Walk-In _____ Will Pick Up _____

☒	Art of Inc. File	FILED 00 DEC -8 PM 4:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA
_____	LTD Partnership File	
_____	Foreign Corp. File	
_____	L.C. File	
_____	Fictitious Name File	
_____	Trade/Service Mark	
_____	Merger File	RECEIVED 00 DEC -8 PM 3:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA
_____	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 Retrieval	
_____	Courier	

DEC 08 2000

ARTICLES OF INCORPORATION

OF

MUSCLEPLEX GYM, INC.

The undersigned, Dawn Thornhill, subscriber to these Articles of Incorporation, being a natural person over the age of eighteen (18) years of age, competent to contract, hereby presents these Articles for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

- 1.1 The name of the Corporation shall be Muscleplex Gym, Inc.

ARTICLE II BUSINESS OF CORPORATION

2.1 Specific Business: To engage in the ownership and operation of a business enterprise dealing in various fitness operations, services and activities, and to perform any and all activities incidental thereto and/or associated therewith.

2.2 General Business: This Corporation is organized for the purpose of transacting any and all lawful business, together with and in addition to those powers conferred by the laws of the State of Florida, and the principles of common law upon corporations organized and existing under and by virtue of the laws of Florida. The general nature of the business and activities to be transacted by the Corporation shall include, but not be limited to the following:

2.2.1 To purchase for its use, either as business locations or for investment and resale, real property of any tenure and any interest therein, and to create, sell and deal in freehold or leasehold ground rents and to make advances upon the security of land or buildings, or other property, or any interest therein, and to take and hold title to land, tenements, and buildings, and to sell and convey the same;

2.2.2 To borrow and contract debts when necessary, either for transaction of its business, or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, whether secured by mortgage or otherwise, or unsecured, either for the purpose of investment, conduct of its business, or other lawful objects;

2.2.3 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporations of this State, or any other State or government, and while the owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote thereon;

2.2.4 To purchase, hold, sell and transfer shares of its own capital stock provided it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; to buy, sell, convey and deal in real and personal property in this State and in any other State or territory, or in foreign countries; in any manner to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests therein or thereunder;

FILED
00 DEC -8 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2.2.5 To employ, agents, whether shareholders or officers of this Corporation or otherwise, and to transact any and all business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of the Corporation; to exercise generally such powers as may be incidental or convenient for any of the purposes or businesses of the Corporation; to have, exercise, and enjoy all of the rights and privileges of corporations for profit conferred by the laws of the State of Florida and all amendments thereto.

2.3 The foregoing clauses shall be construed both as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of the Corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III CORPORATE STOCK

3.1 The total number of shares of capital stock authorized to be issued shall be one thousand (1,000) shares.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

4.1 The principal place of business of the Corporation shall be as follows:

10525 Park Boulevard, #104, Seminole, FL 33772

located in Pinellas County, Florida, but the Corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE V REGISTERED AGENT

5.1 The initial registered office and agent of the Corporation shall be the following named person at the following address:

NAME OF REGISTERED AGENT: FRANK W. GODDARD

ADDRESS OF REGISTERED AGENT: 2959 First Avenue North
St. Petersburg, FL 33713

ARTICLE VI BOARD OF DIRECTORS

6.1 **Number of Directors:** There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1) nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate Bylaws.

6.2 **Meeting/Quorum of Directors:** A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at

a meeting at which a quorum is present shall be the act of the directors. Meetings of the Board of Directors may be held within or without the State of Florida.

6.3 Qualification of Directors: Each of said directors shall be of full and legal age. Members of the Board of Directors need not be shareholders of this Corporation.

6.4 First Board of Directors: The names and post office addresses of the first Board of Directors of this Corporation are as follows:

Dawn Thornhill	Michael Thornhill
10525 Park Blvd., #104	10525 Park Blvd., #104
Seminole, FL 33772	Seminole, FL 33772

ARTICLE VII. OFFICERS OF CORPORATION

7.1 The names and addresses of the Officers who, subject to this Charter and the Bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until an election is held by the Board of Directors for the election of officers and their successors have been duly elected and qualified are, to wit:

Michael Thornhill	President
10525 Park Blvd., #104	
Seminole, FL 33772	
Dawn Thornhill	Vice President/Secretary/Treasurer
10525 Park Blvd., #104	
Seminole, FL 33772	

ARTICLE VIII POWERS, PRIVILEGES AND LIMITATIONS

8.1 The following special provisions, powers, privileges and limitations shall be applicable to and govern this Corporation, to-wit:

8.1.1 Annual Meeting: The time and place of the annual shareholder's meeting shall be on the third Monday of November of each and every year at the principal place of business of the Corporation, unless otherwise fixed by the Bylaws of this Corporation, and any shareholder may waive notice thereof either before, at or after the meeting.

8.1.2 Election of Board of Directors: The Board of Directors shall be elected annually by the shareholders at their annual meeting, or at a specified meeting for that purpose. Each director shall hold office until his successor shall be elected and qualified. Any vacancy in the Board of Directors may be filled for the unexpired term by the Directors in the manner provided in the Bylaws of this Corporation.

8.1.3 Corporate Officers: This Corporation shall have a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors or the Bylaws of this Corporation may provide. Any person may hold two or more offices. Officers need not be shareholders or directors of this Corporation.

8.1.4 Election of Officers: All officers, shall be elected by the Board of Directors at the first meeting next after the annual meeting of the shareholders or as soon thereafter as may be practicable. Each officer shall hold office until his successor shall be elected and qualified. Any vacancy in a corporate officer position shall be filled by vote of the Board of Directors.

8.1.5 Responsibilities of Officers and Directors: The duties, powers, and functions of the officers and directors shall be as usually devolve upon such officers and directors, and as set forth in the Bylaws of this Corporation.

8.1.6 Interest: No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily interested or otherwise in any contract or transaction of this Corporation, provided, however, that the fact he or such firm is so interested shall be disclosed and made known to the Board of Directors, or a majority thereof. Any director of this Corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

8.1.7 Shareholders: When shareholders who own three-fourths (3/4) of the capital stock of this Corporation shall be present at a meeting, however called or notified, and shall sign a written consent thereof on the records of the meeting, the acts of such meeting shall be as valid as though regularly called and notified.

ARTICLE IX INCORPORATOR

9.1 The name and address of the incorporator is as follows, to wit:

Dawn Thornhill
10525 Park Blvd. #104
Seminole, FL 33772

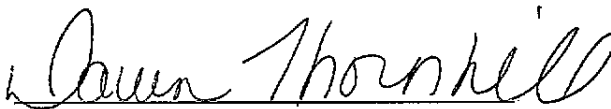
ARTICLE X DATE OF EXISTENCE

10.1 It is specified that the date when corporate existence of this Corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

**ARTICLE XI
AMENDMENT OF ARTICLES**

11.1 These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 6 day of December, 2000.


DAWN THORNHILL

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE me personally appeared Dawn Thornhill () to me well known and known to me, or (✓) who has produced her driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purpose therein expressed.

WITNESS MY HAND and official seal this 6th day of Dec, 2000.



Sandy L. Rogers
MY COMMISSION # CC945158 EXPIRES
August 1, 2004
BONDED THRU TROY PAUL INSURANCE, INC.

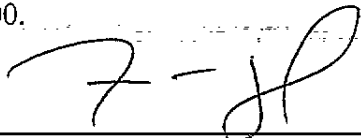

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MUSCLEPLEX GYM, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 6 day of December, 2000.



Frank W. Goddard, Esquire

FILED
00 DEC -8 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA