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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

LAKE O BOXING GYM, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LAKE O BOXING GYM, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Lake O Boxing Gym, Inc.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business which has to do with running a boxing gym.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 Shares, each share having a par value of One Dollar (\$1.00). Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: 200 East Broward Boulevard, Suite 1210, Ft. Lauderdale, Florida 33301. Leon R. Margules, Esquire shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially.

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ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

- A. Nelson Lopez
c/o Leon R. Margules, Esquire
200 East Broward Boulevard
Suite 1210
Ft. Lauderdale, Florida 33301

ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

- 1. Nelson Lopez, President
- 2. Nelson Lopez, Secretary/Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

- A. Leon R. Margules, Esquire
c/o Entin, Margules & Della Fera, P.A.
200 East Broward Boulevard
Suite 1210
Ft. Lauderdale, Florida 33301

ARTICLE X. AMENDMENT

The 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless

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all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, 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 14 day of February, 2001.


LEON R. MARGULES, ESQUIRE

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

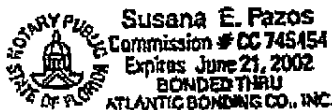
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TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared, LEON R. MARGULES, who is personally known to me or has produced as identification _____ to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 14 day of February, 2001.


Notary Public, State of Florida At Large

My Commission Expires:



ACKNOWLEDGEMENT

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


LEON R. MARGULES, ESQUIRE