

**CAPITAL CONNECTION, INC.**

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

**PO1000019703**

Commercial Exercise  
Equipment of South  
Florida, Inc.

000003747260--2  
-02/22/01--01048--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ 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 \_\_\_\_\_

**FILED**  
01 FEB 22 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
01 FEB 22 AM 10:52  
DIVISION OF CORPORATION

**FEB 22 2001**  
51

Signature \_\_\_\_\_

Requested by 130

Name \_\_\_\_\_

Date 2/22/01

Time 10:42

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**COMMERCIAL EXERCISE EQUIPMENT OF SOUTH FLORIDA, INC.**

FILED  
01 FEB 22 PM 2:22  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be **COMMERCIAL EXERCISE EQUIPMENT OF SOUTH FLORIDA, INC.**

**II**

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. The retail and wholesale sale of exercise equipment, machinery, products, and accessories: to provide consultation, services, and advice to customers and the public in general as to exercise equipment and products; and to place orders on behalf of manufacturers of exercise products and equipment or otherwise act as a distributor of said exercise equipment and products; and to act and perform any other lawful purpose of a corporation in the State of Florida.

B. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**III**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock at \$1.00 par value.

**IV**

The amount of capital with which this corporation shall begin business shall be

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located  
at  
1200 West Avenue, Apt 1026  
Miami Beach, Florida 33139

VII

The Board of Directors of this corporation shall consist of not less than (1) nor more than (3) members.

VIII

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until his successors have been elected and qualified, is as follows:

Larry Garth Brinkley  
1200 West Avenue, Apt 1026  
Miami, Florida 33139

PRESIDENT/DIRECTOR

IX

The registered agent and the registered office of this corporation is

Laurence A. Wanshel  
Law Offices of Cummins & Wanshel  
9555 North Kendall Drive, Suite 202  
Miami, Florida 33176

X

The name and address of the subscriber of these Articles of Incorporation, and the number of shares of stock he agrees to take, the total aggregate amount of which shall be the sum of \$ 1,000.00, the amount of capital with which this corporation shall

begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Larry Garth Brinkley	1200 West Avenue Miami Beach, Florida 33139	1000	\$1000.00

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Larry Garth Brinkley	PRESIDENT DIRECTOR
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XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such person to fill the offices of: PRESIDENT and VICE PRESIDENT and such other offices as are permitted by the By-Laws of the corporation. The officer shall serve for one year after his election or until his successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XI

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
- REGISTERED AGENT

IN WITNESS WHEREOF, I/WE have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Larry Darth Brinkley

PRESIDENT-

Larry Darth Brinkley

DIRECTOR-

Larry Darth Brinkley

INCORPORATOR-

STATE OF FLORIDA)

COUNTY OF DADE)

16th The foregoing instrument was acknowledged before me this day of February, 2001 by: LARRY DARTH BRINKLEY and or who produced personally known who is/are personally known to me as identification

  
Signature of Person Taking Acknowledgment

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA