

FB/000058800

OFFICE USE ONLY (Document #)

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

700004417567-0  
-06/13/01-01053-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. US TOTAL FITNESS INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



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2:00



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Photocopy



Certificate of Status

01 JUN 13 AM 10:56  
DIVISION OF CORPORATION

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

01 JUN 13 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
US TOTAL FITNESS INC.

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TALLAHASSEE FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE: US TOTAL FITNESS INC.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER-  
DISOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY-  
AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES-  
AND THE STATE OF FLORIDA.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500)  
SHARES OF ONE DOLLAR (1.00)-----PAR VALUE OF COMMON-  
STOCK, WHICH SHALL BE DESIGNATED "COMMON STOCK".

ARTICLE V

EVERY SHERHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS-  
CORPORATION OF THE SAME KIND, CLASS OF SERIES AS THAT WHICH HE-  
ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA-

ARTICLE V

CONTINUE: SHARE THEFORE ( AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE-  
OF FRACTIONAL SHARE ) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE OF THIS CORPORATION-  
IS : 5590 WEST 20<sup>TH</sup> AVENUE-- HIALEAH, FL. 33016.

AND THE REGISTERED AGENT OF THIS CORPORATION IS : ELIO RIVERO-  
HIS CURRENT ADDRESS IS : 2765 WEST OCKEECHOBEE RD. HIALEAH, FL. 33012

ARTICLE VII

THIS CORPORATION SHALL HAVE---1---(ONE)- DIRECTOR INITIALY. THE NUMBER OF-  
DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY-  
THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE.

THE NAME(S) AND ADDRESS(ES) OF THE INITIAL DIRECTOR(S) OF THE-  
CORPORATION IS(ARE) :

ELIO RIVERO------(PRESIDENT)------(100% )SHARES

ADDRESS 2765 WEST OCKEECHOBEE RD. LOT 133 HIALEAH, FL. 33016

## ARTICLE VIII

- 1.—THE INITIAL BYLAWS OF THIS CORPORATION SHALL BE ADOPTED BY THE —  
BOARD OF DIRECTORS.—THE BYLAWS MAY BE AMENDED FROM TIME TO TIME—  
BY EITHER THE STOCKHOLDERS OR THE DIRECTORS. THE STOCKHOLDERS MAY—  
AMEND, ALTER OR REPEAL ANY BYLAWS ADOPTED BY THE DIRECTORS. THE—  
DIRECTORS MAY NOT ALTER, AMEND OR REPEAL ANY BYLAWS ADOPTED—  
BY THE STOCKHOLDERS, NOR MAY THE DIRECTORS ADOPT BYLAWS WHICH—  
WOULD BE IN CONFLICT WITH THE BYLAWS ADOPTED BY THE STOCKHOLDERS.—
- 2.—ANY INCORPORATOR OR STOCKHOLDER PRESENT AT ANY MEETING, EITHER—  
IN PERSON OR BY PROXY, AND ANY DIRECTOR PRESENT IN PERSON AT ANY—  
MEETING OF THE BOARD OF DIRECTORS, SHALL BE DEEMED TO HAVE RECEIVED—  
PROPER NOTICE OF SUCH MEETING UNLESS HE SHALL MAKE OBJECTION AT SUCH—  
MEETING TO ANY DEFECT OR INSUFFICIENCY OF NOTICE.
- 3.—EACH DIRECTOR AND OFFICER OF THE CORPORATION, WHETHER OR NOT THEN—  
IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COST AND—  
EXPENSES REASONABLE INCURRED BY OR IMPOSED UPON HIM IN CONNECTION —  
WITH OR ARISING OUT OF ANY CLAIM, DEMAND, ACTION, SUIT OR PROCEEDING—  
IN WHICH HE MAY BE INVOLVED OR TO WHICH HE MAY BE A PARTY BY REASON  
OF HIS BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION—  
SAID COSTS AND EXPENSES TO INCLUDE ATTORNEY'S FEES AND THE COSTS OF—  
REASONABLE SETTLEMENT MADE WITH A VIEW TO CURTAILMENT OF COSTS OF—  
LITIGATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE FINALLY SHALL—  
BE ADJUDGED IN ANY SUCH ACTION, SUIT OR PROCEEDING TO HAVE BEEN—  
DERELICT IN THE PERFORMANCE OF HIS DUTY AS SUCH OFFICER OR DIRECTOR.—  
SUCH RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER —  
RIGHTS TO WHICH HE MAY BE ENTITLED AS A MATTER OF LAW; AND THE —  
FOREGOING RIGHT OF INDEMNIFICATION SHALL INURE TO THE BENEFIT OF THE—

## ARTICLE VIII

COTINUE: HEIRS, EXECUTORS AND ADMINISTRATORS OF ANY SUCH DIRECTOR OR—  
OFFICER.

4.—A DIRECTOR OR OFFICER OF THE CORPORATION SHALL NOT BE DISQUALIFIED ---  
BY HIS OFFICE FROM DEALING OR CONTRACTING WITH THE CORPORATION EITHER--  
AS A LENDER, PURCHASER, OR OTHERWISE, NOR SHALL ANY TRANSACTION OR---  
CONTRACT OF THE CORPORATION BE VOID OR VOIDABLE BY REASON OF THE FACT  
THAT ANY DIRECTOR OR OFFICER OR ANY FIRM OF WHICH ANY DIRECTOR OR---  
OFFICER IS A OR ANY CORPORATION OF WHICH ANY DIRECTOR OR OFFICER IS A---  
STOCKHOLDER OR DIRECTOR, IS IN ANY WAY INTRESTED IN SUCH TRANSACTION---  
OR CONTRACT, PROVIDED THAT SUCH CONTRACT OR TRANSACTION IS OR SHALL---  
BE AUTHORIZED, RATIFIED, OR APPROVED BY EITHER: (A) A VOTE OF MAJORITY---  
OF THE OUTSTANDING SHARES OF THE STOCK IN THE CORPORATION ENTITLED TO-  
VOTE; OR (B) A VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS HAVING NO---  
INTREST IN SUCH CONTRACT OR TRANSACTION.-- A DIRECTOR INTRESTED IN THE---  
CONTRACT OR TRANSACTION WHO IS PRESENT MAY PARTICIPATE IN THE MEETING-  
AND MAY BE COUNTED FOR QUORUM PURPOSEES.-- ADDITIONALLY NO DIRECTOR---  
OR OFFICER SHALL BE LIABLE TO ACCOUNT TO THE CORPORATION FOR ANY ---  
PROFITS REALIZED BY, FROM, OF THROUGH ANY SUCH TRANSACTION OR ---  
CONTRACT AUTHORIZED, RATIFIED OR APPROVED AS HEREIN PROVIDED BY ----  
REASON OF THE FACT THAT HE, OR ANY FIRM OF WHICH HE IS A MEMBER OR---  
ANY CORPORATION OF WHICH HE IS A STOCKHOLDER, OFFICER, OR DIRECTOR,--  
WAS INTRESTED IN SUCH TRANSACTION OR CONTRACT.- NOTHING HEREIN-----  
CONTAINED SHALL CREATE LIABILITY IN THE EVENT ABOVE DISCRIBED OR---  
PREVENT THE AUTHORIZED APPROVAL OF SUCH TRANSACTION OR CONTRACTS---  
IN ANY OTHER MANNER PERMITTED BY LAW.-

ARTICLE IX

THE NAME(S) AND ADDRESS(ES) OF THE PERSON(S) SIGING THESE ARTICLES IS(ARE)

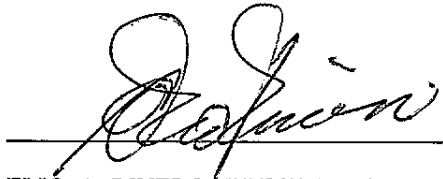
NAME: ELIO A. RIVERO

ADDRESS : 2765 WEST OCKEECHOBEE RD. LOT 133

HIALEAH, FL. 33016

IN WITNESS WHEREOF :

THE UNDERSIGNED SUBSCRIBER(S) HAS (HAVE) EXECUTED THESER ARTICLES OF  
INCORPORATION THIS 11 TH DAY OF JUNE 2001.-

  
\_\_\_\_\_  
ELIO A RIVERO (PRESIDENT)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM SERVICE  
OF PROCESS MAY BE MADE.-

IN COMPLIANCE WITH SECTION 607.034 OF THE FLORIDA STATUTES THE FOLLEWING  
IS SUBMITTED:

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF --HIALEAH-- AND THE --  
COUNTY OF DADE IN THE STATE OF FLORIDA, WHOSE CORPORATE NAME IS--

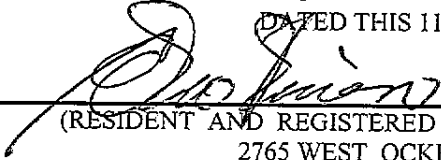
US TOTAL FITNESS INC.

HAS NAMED AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN STATE ---  
OF FLORIDA : ELIO A RIVERO

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-----  
MENTIONED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE-----  
I HERE BY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO --  
COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATIVE TO THE--  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.-

DATED THIS 11<sup>TH</sup> DAY OF JUNE 2001

  
(RESIDENT AND REGISTERED AGENT) ELIO A. RIVERO  
2765 WEST OCKEECHOBEE RD. LOT 133  
HIALEAH, FL. 33012

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