

PD1000092647  
TRANSMITTAL LETTER

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

SUBJECT: Shapiro Fitness, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

400004594474--7  
-09/17/01--01110--012  
\*\*\*\*128.75 \*\*\*\*128.75

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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FILED  
01 SEP 17 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: Marcos Shapiro  
Name (Printed or typed)

3130 SW Solitaire Palm Drive  
Address

Palm City, FL 34990  
City, State & Zip

561/287-2958  
Daytime Telephone number

W01-21204  
PS 9/20/01

# CERTIFICATE OF DOMESTICATION

FILED

The undersigned, Marcus Shapiro, President 01 SEP 17, PM 12: 26  
(Name) (Title)

of Shapiro Fitness, Inc. a foreign Corporation, SECRETARY OF STATE  
(Corporation Name) TALLAHASSEE, FLORIDA

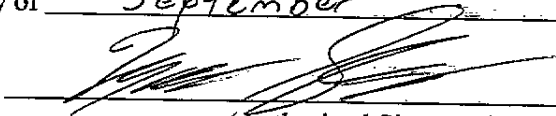
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was February 28, 1996.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was DeKalb County, GA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Shapiro Fitness, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Shapiro Fitness, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Shapiro Fitness, Inc. - GA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

Marcus Shapiro

I am President, of Shapiro Fitness, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 13 day of September, 2001.

  
(Authorized Signature)

## Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**

In compliance with Chapter F.S., 607.

FILED

01 SEP 17 PM 12:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

*Shapiro Fitness, Inc.*

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

*3130 SW Solitaire Palm Drive  
Palm City, FL 34990*

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

*Any & all lawful business.*

**ARTICLE IV SHARES**

The number of shares of stock is:

*100,000*

**ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)**

The name(s) and address(es): *Marcus Shapiro (President)*

*3130 SW Solitaire Palm Drive  
Palm City, FL 34990*

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is: *Marcus Shapiro*

*3130 SW Solitaire Palm Drive  
Palm City, FL 34990*

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

*Marcus Shapiro  
3130 SW Solitaire Palm Drive  
Palm City, FL 34990*

\*\*\*\*\*  
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

*[Signature]*  
\_\_\_\_\_  
Signature/Registered Agent

*9/13/01*  
\_\_\_\_\_  
Date

*[Signature]*  
\_\_\_\_\_  
Signature/Incorporator

*9/13/01*  
\_\_\_\_\_  
Date