

# Pa000103173

## TRANSMITTAL LETTER

FILED

01 OCT 23 AM 8:34

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700004650587--4  
-10/23/01--01075--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: BOCA FITNESS PARTNERS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Tracey Lynn Winslow  
Name (Printed or typed)

Mastriana & Christiansen, PA  
Address

1500 N. Federal Hwy., Suite 200  
City, State & Zip

Ft. Lauderdale, FL 33304  
Daytime Telephone number

(954) 566-1234, x224

NOTE: Please provide the original and one copy of the articles.

C. BLALOCK OCT 25 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**BOCA FITNESS PARTNERS, INC.**

**FILED**  
**01 OCT 23 AM 8:34**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of the corporation is BOCA FITNESS PARTNERS, INC.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock of \$1.00 par value.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office address of BOCA FITNESS PARTNERS, INC., is 8122 Glades Road, Suite 336, Boca Raton, Florida 33486.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is STEPHEN V. HOFFMAN.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial directors of this corporation are:

**MICHAEL DELCOLLE, PRESIDENT / DIRECTOR  
8122 GLADES ROAD, SUITE 336  
BOCA RATON, FLORIDA 33486**

**MICHAEL EVARISTO, VICE PRESIDENT / DIRECTOR  
3800 GALT OCEAN DRIVE, NO. 1608  
FORT LAUDERDALE, FLORIDA 33308**

**JOSEPH EVARISTO, SECRETARY / TREASURER / DIRECTOR  
3800 GALT OCEAN DRIVE, NO. 1608  
FORT LAUDERDALE, FLORIDA 33308**

## **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is Stephen V. Hoffman,  
1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida, 33304.

## **ARTICLE IX - INDEMNIFICATION**

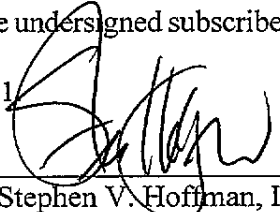
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE X - CONFLICTS OF 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 any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation

who is also a director or officer of such other corporation, 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 an officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

*IN WITNESS WHEREOF*, the undersigned subscriber has executed these Articles of Incorporation this 16 day of October, 2001.

  
\_\_\_\_\_  
Stephen V. Hoffman, Incorporator

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, STEPHEN V. HOFFMAN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. *IN WITNESS WHEREOF*, I have hereunto set my hand and official seal this 17 day of October, 2001.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

TRACEY L. WINSLOW  
Notary Public - State of Florida  
My Commission Expires Mar 10, 2004  
Commission # CC904510

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT BOCA FITNESS PARTNERS, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF BOCA RATON, 8122 GLADES ROAD, SUITE 336,  
BROWARD COUNTY, FLORIDA 33486, HAS NAMED STEPHEN V. HOFFMAN, AS  
RESIDENT AGENT, LOCATED AT 1500 NORTH FEDERAL HIGHWAY, SUITE 200, CITY OF  
FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE: 

STEPHEN V. HOFFMAN

TITLE: SUBSCRIBER

DATE: 10/16/01

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

SIGNATURE: 

DATE: 10/16/01

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