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Guaranty Building  
120 South Olive Avenue, Suite 200  
West Palm Beach, Florida 33401  
(561) 655-4211 Fax (561) 655-5447

Arthur Schofield, Esq.  
Orlando Gonzalez, Esq.

Alyce Clarke  
Matthew D. Cruz  
Paralegals

VIA FEDERAL EXPRESS

November 16, 2001

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

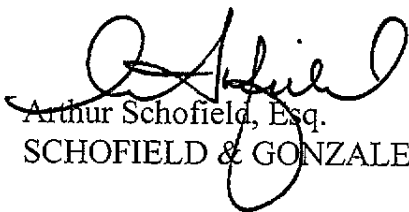
**Re: Abate Design Personal Training, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Abate Design Personal Training, Inc.. Also enclosed is a check in the amount of \$87.50 in payment of the filing fees and fee for a certified copy. Please file the Articles of Incorporation and return a certified copy to the undersigned in the stamped envelope provided.

If you have nay questions, please do not hesitate to contact me.

Sincerely,



Arthur Schofield, Esq.  
SCHOFIELD & GONZALEZ, P.A.

enclosure(s)

cc: Emmanuel Abate, Jr.  
(w/enclosure(s))

FILED  
01 NOV 19 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-27-01  
WCC

**ARTICLES OF INCORPORATION  
OF  
ABATE DESIGN PERSONAL TRAINING, INC.**

FILED  
01 NOV 19 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such Corporation:

1. Name. The name of the corporation is ABATE DESIGN PERSONAL TRAINING, INC. (the "Corporation".)

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

- (a) To engage in every phase and aspect of the business of rendering fitness, rehabilitative and other types of personal training, to the public that a personal trainer duly licensed and/or certified under the laws of the State of Florida is authorized to render, provided such services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render legal services.
- (b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of fitness, rehabilitation and other types of personal property necessary for the rendering of fitness, rehabilitation and other types of personal training.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, an in general, either alone or in association with other corporations or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$.01 per share. None of the shares of the Corporation may be

issued to anyone other than an individual duly licensed and/or certified to render fitness, rehabilitative and other types of personal training.

4. Duration. The Corporation shall have perpetual existence.

5. Address. The initial principal place of business and mailing address of this Corporation shall be :

208 Clematis Street, #508 West Palm Beach, FL 33401

6. Registered Office and Agent. The street address of the initial registered office of this corporation is 208 Clematis Street #508 West Palm Beach, FL 33401, and the name of the initial registered agent of the Corporation at that address is Emanuel V. Abate, Jr.

7. Directors. This Corporation shall have one director initially. The name and address of the initial director of this corporation is:

Emanuel V. Abate, Jr.  
208 Clematis St #508  
West Palm Beach, FL 33401

8. Incorporator. The name and street address of the person signing the Articles of Incorporation:

Emanuel V. Abate, Jr.  
208 Clematis St #508  
West Palm Beach, FL 33401

9. Voting Trusts. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

10. Corporate Powers. This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

11. Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

12. Bylaws. Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or

repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

13. Indemnification. This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The Indemnification provided for here on shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this \_\_\_\_\_ day of November 2001.



\_\_\_\_\_  
Emanuel V. Abate, Jr.

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

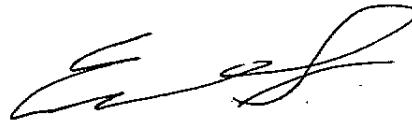
The following is submitted in accordance with the requirements of Section 48.091,  
Florida Statutes:

Abate Design Personal Training, Inc., desiring to organize under the laws of the State  
of Florida with its registered office, as indicated in the Articles of Incorporation, in the City  
of West Palm Beach, County of Palm Beach, State of Florida, has named Emmanuel V.  
Abate, Jr., 208 Clematis Street, Unit 508, West Palm Beach, Florida 33401, as its agent to  
accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at  
the place designated in this Certificate, the undersigned hereby accepts to act in this capacity  
and agrees to comply with the provisions of § 48.091, Fla. Stat., relative to keeping open said  
office.

Accepted this 16th day of November 2001.



Emmanuel V. Abate, Jr.

FILED  
01 NOV 19 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA