

**MARC A. TENNEY, P.A.**

ATTORNEY AT LAW

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November 28, 2001

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-12/03/01--01040--002  
\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

In re: INCORPORATION OF NEW BODY FITNESS & REHAB, INC.

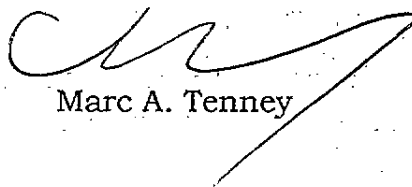
Dear Sir:

Enclosed please find original and one copy of ARTICLES OF INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT, along with a check in the amount of \$122.50 for the appropriate filing fee regarding the above styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the ARTICLES OF INCORPORATION to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

MAT/pmf  
Enclosures

Cc: Robert Burke

D. BROWN DEC - 5 2001

**ARTICLES OF INCORPORATION**

**OF**

**NEW BODY FITNESS & REHAB, INC.**

**FILED**  
01 DEC -3 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE: NAME**

The name of the Corporation is: **NEW BODY FITNESS & REHAB, INC.**

**ARTICLE TWO: DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE: PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE FOUR: CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

**ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2415 - 19<sup>th</sup> Street E., Bradenton, FL 34208 and the name of the initial registered agent at such address is BOBBY G. WILLIAMS.

**ARTICLE SIX: DIRECTORS**

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

**ARTICLE SEVEN: INCORPORATOR**

The name and address of the incorporator(s) are:

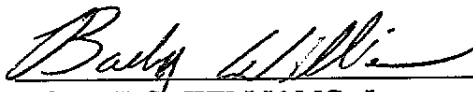
**NAME**

**ADDRESS**

BOBBY G. WILLIAMS

1415 - 19<sup>th</sup> Street E  
Bradenton FL 34208

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
6<sup>th</sup> day of NOV, 2001.

  
BOBBY G. WILLIAMS, Incorporator  
W452 66768 4441

STATE OF FLORIDA )  
COUNTY OF )

On this 6<sup>th</sup> day of NOV, 2001, before me, personally appeared BOBBY G. WILLIAMS, who has provided FL DL for identification, and has acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date mentioned above.



Christina Balis  
MY COMMISSION # CC982093 EXPIRES  
March 16, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**FILED**  
01 DEC -3 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

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The following is submitted, in compliance with Florida Statutes regarding incorporation:

**NEW BODY FITNESS & REHAB, INC.**, a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2415 - 19<sup>th</sup> Street E., Bradenton FL 34208, has named **BOBBY G. WILLIAMS** as its agent to accept service of process within this State.

**OFFICERS:**

**BOBBY G. WILLIAMS**

President/Secretary/Treasurer  
2415 - 19<sup>th</sup> Street E.  
Bradenton FL 34208

**DIRECTORS:**

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

  
\_\_\_\_\_  
**BOBBY G. WILLIAMS, Incorporator**

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
\_\_\_\_\_  
**BOBBY G. WILLIAMS Res. Agent**