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TALLAHASSEE, FLORIDA

ORDER DATE : December 26, 2001

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ORDER NO. : 525356-005

CUSTOMER NO: 100198A

CUSTOMER: Seth Cohen, Esq  
Fogel & Cohen Attorneys &  
Counselors At Law  
Suite 111  
2500 N. Military Trail  
Boca Raton, FL 33431

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: SOUTH MIAMI FITNESS, INC.

EFFECTIVE DATE: 1

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SOUTH MIAMI FITNESS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I: NAME OF CORPORATION**

The name of the Corporation shall be SOUTH MIAMI FITNESS, INC.

**ARTICLE II: PURPOSE**

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 1919 NW 19<sup>th</sup> Street, Suite 701, Fort Lauderdale, Florida 33311.

**ARTICLE IV: TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V: CAPITAL STOCK**

The total authorized capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash,

patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1919 NW 19<sup>th</sup> Street, Suite 701, Fort Lauderdale, Florida 33311. The name of the initial registered agent at that address is Jonathan Larkin.

#### **ARTICLE VII: BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. Initially the Board of Directors shall consist of one (1) member, the name and address of whom is:

NAME

ADDRESS

Jonathan Larkin

1919 NW 19<sup>th</sup> Street, Suite 701  
Fort Lauderdale, Florida 33311

The initial Director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

#### **ARTICLE VIII: PREEMPTIVE RIGHTS**

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at

the price at which the new common stock is offered to others.

### ARTICLE IX: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Jonathan Larkin  
1919 NW 19<sup>th</sup> Street, Suite 701  
Fort Lauderdale, Florida 33311

### ARTICLE X: INDEMNITY

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

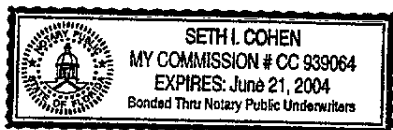
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 24<sup>th</sup> day of December, 2001.

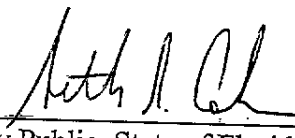
  
\_\_\_\_\_  
JONATHAN LARKIN, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 24<sup>th</sup> day of December, 2001, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jonathan Larkin, a married man, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is ☒ personally known to me, or ☐ who has produced \_\_\_\_\_ as identification, and who did take an oath.



  
\_\_\_\_\_  
Notary Public, State of Florida

Seth I. Cohen

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**REGISTERED AGENT'S ACCEPTANCE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.

  
\_\_\_\_\_  
JONATHAN LARKIN

Prepared By:

Seth I. Cohen, Esq.  
Fogel & Cohen  
Crystal Corporate Center  
2500 N. Military Trail, Suite 111  
Boca Raton, Florida 33431