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TRANSMITTAL LETTER

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

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-01/22/02--01068--004
*****78.75 *****78.75

SUBJECT: Pro Fitness Training Systems 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:

Damian J Stephens

Name (Printed or typed)

1320 South Dixie Hwy Suite 410

Address

Coral Gables FL 33146

City, State & Zip

305-724-3305

Daytime Telephone number

02 JAN 22 AM 9:01
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

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

gr/29

ARTICLES OF INCORPORATION
OF

FILED

02 JAN 22 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Pro Fitness Training Systems Inc

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

- (a) To provide Fitness training and related fitness services
- (b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.
- (c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of

indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful business, trades, occupations and professions.

(i) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, along, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(j) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of Ten Cents (\$.10).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is to be 1320 S. Dixie Hwy Suite 910 Coral Gables FL 33146. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is 1 whose names and addresses are:

Damian Stephens
1688 West Ave
#1209
Miami Beach FL 33139

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 1320 S. Dixie Hwy Suite 910 Coral Gables FL 33146. The name of this Corporation's initial registered agent is:

Damian Stephens

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Damian Stephens
1688 West Ave #1209
Miami Beach FL 33139

ARTICLE X

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of Jan, 2001.


Incorporator

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ProFitness Training Systems Inc., desiring to incorporate under the laws of the State of Florida, has named Damian Stephens, with an address of 1320 S. Dixie Hwy Suite 910 Coral Gables FL 33146, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 1 day of Jan, 2001.

Damian Stephens
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA