

PO2000041002



ACCOUNT NO. : 072100000032  
REFERENCE : 527029 81528A  
AUTHORIZATION : *Patricia Pigeto*  
COST LIMIT : \$ 78.75

FILED  
2002 APR 15 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : April 12, 2002

ORDER TIME : 3:43 PM

ORDER NO. : 527029-005

600005271296--9

CUSTOMER NO: 81528A

CUSTOMER: Mr. Doug Oswald  
Kenneth F. Oswald, Esq

Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: LIPT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

2544  
W02-10524

RECEIVED  
02 APR 15 AM 8:41  
DIVISION OF CORPORATION

15  
4/16/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2002 APR 15 PM 12:22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 15, 2002

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: LIFT, INC.  
Ref. Number: W02000010524

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for LIFT, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 602A00022278

RECEIVED  
02 APR 16 AM 10:31  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

LIFT OF LAKE MARY, INC.

FILED

2002 APR 15 PM 12:22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, being natural persons of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be LIFT OF LAKE MARY, INC. The mailing address of the corporation is 105 Waymont Court, Suite 111, Lake Mary, Florida 32746.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in the business of providing personal training services of all types and kinds and in conjunction therewith to do all things necessary or required to accomplish said purpose.

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 debts of this corporation or any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, 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.

To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000)** shares of Common Stock having a nominal or par value of **ONE DOLLAR (\$1.00)** per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL DIRECTORS**

This corporation shall have **TWO (2)** Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

**ERIC A. DENDY**  
105 Waymont Court, Suite 111  
Lake Mary, Florida 34746

**FRANK R. BAKOS**  
105 Waymont Court, Suite 111  
Lake Mary, Florida 32746

**ARTICLE VII**

**SUBSCRIBERS**

The name and street address of the Subscribers to these Articles of Incorporation are as follows:

**ERIC A. DENDY**  
105 Waymont Court, Suite 111  
Lake Mary, Florida 32746

**FRANK R. BAKOS**  
105 Waymont Court, Suite 111  
Lake Mary, Florida 32746

**ARTICLE VIII**

**REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the State of Florida on behalf of the corporation is: **DOUGLAS W. OSWALD, ESQ.**, 600 Courtland Street, Suite 110, Orlando, Florida 32804, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of the State of Florida.

**ARTICLE IX**  
**INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

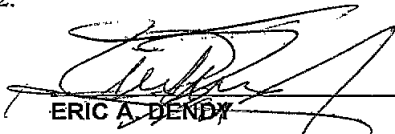

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

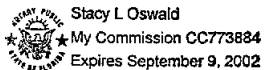
This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the Subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 9<sup>th</sup> day of April, 2002.

  
ERIC A. DENDY  
  
FRANK R. BAKOS

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 2002, by  
**ERIC A. DENDY**, who is personally known to me and did/did not take an oath.



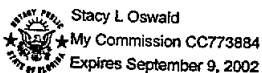
Stacy L. Oswald  
NOTARY PUBLIC

*(Print, Type or Stamp Commissioned Name of Notary Public)*

Personally Known      OR Produced Identification X  
Type of Identification Produced Florida Driver License

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April,  
2002, by **FRANK R. BAKOS**, who is personally known to me and did/did not take an oath.



Stacy L. Oswald  
NOTARY PUBLIC

*(Print, Type or Stamp Commissioned Name of Notary Public)*

Personally Known      OR Produced Identification X  
Type of Identification Produced Florida Driver License

ACCEPTANCE OF REGISTERED AGENT

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.

Douglas W. Oswald  
**DOUGLAS W. OSWALD**, Registered  
Agent

**FILED**  
2002 APR 15 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA