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June 21, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REPLY TO: Port Charlotte

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

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*****78.75 *****78.75

Re: Incorporation of Lemon Bay Athletic Club, Inc.

Dear Sir/Madam:

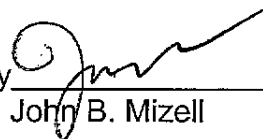
Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

By 
John B. Mizell

JBM/nle
Enclosures

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

LEMON BAY ATHLETIC CLUB, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is LEMON BAY ATHLETIC CLUB, INC. and their principal address is 2200 Placida Road, Englewood, Florida 34224.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 2200 Placida Road, Englewood, FL 34224. The name of the initial registered agent at such address is ROBERT J. ALLECCIA.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. ALLECCIA	3070 Mancini Terrace Punta Gorda, FL 33983

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. ALLECCIA	3070 Mancini Terrace Punta Gorda, FL 33983

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 19th day of June, 2002.

Witnesses:

Juliana G. [Signature]

[Signature]
Robert J. Alleccia

John B. Mizell

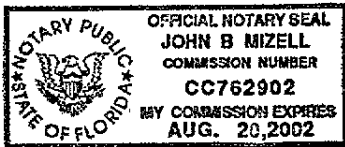
STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT J. ALLECCIA to me known to be the person described as incorporator or who has produced N.A. as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of June, 2002.

NOTARY PUBLIC:



[Signature]
Sign

John B. Mizell
Print Name

Commission No.

My commission expires:

(Seal)

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

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**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

LEMON BAY ATHLETIC CLUB, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 2200 Placida Road, Englewood, County of Charlotte, State of Florida, has designated ROBERT J. ALLECCIA, whose street address is 2200 Placida Road, Englewood, County of Charlotte, State of Florida 34224 as its agent to accept service of process within this state.

LEMON BAY ATHLETIC CLUB, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Robert J. Alleccia