

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 15 PM 4: 37

P020000089340

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

SUBJECT: Ambiance Health & Fitness, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600007135566--7
-08/15/02--01035--026
*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Neal A. Sivyver
Name (Printed or typed)

100 South Ashley Drive, Suite 2150
Address

Tampa, FL 33602
City, State & Zip

(813) 221-4242
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION
OF
AMBIANCE HEALTH & FITNESS, INC.**

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The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is AMBIANCE HEALTH & FITNESS, INC. and its principal office and mailing address is 9047 Bayou Drive, Tampa, Florida 33635.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 100 South Ashley Drive, Suite 2150, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Neal A. Sivyver.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Wahid Abawi

2908 Wildtree Drive, Apt. 304
Riverview, Florida 33569

ARTICLE VII

By-Laws

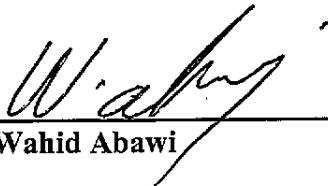
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in § 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by § 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this _____
day of August, 2002.



Wahid Abawi

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

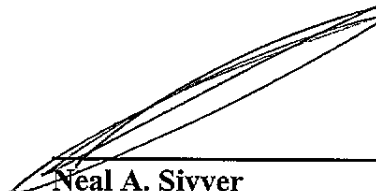
Pursuant to the provisions of §§ 48.091 and 607.0501, Florida Statutes, AMBIANCE HEALTH & FITNESS, INC., desiring to organize under the laws of the State of Florida, hereby designates Neal A. Sivyver, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 100 South Ashley Drive, Suite 2150, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AMBIANCE HEALTH & FITNESS, INC.

By: 
Wahid Abawi, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above-named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§ 48.091 and 607.0505, Florida Statutes.


Neal A. Sivyver