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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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|   | Trade/Service Mark             |
| ·   | Merger File                    |
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|   | RA Resignation                 |
| <u>-</u>                                  | Dissolution / Withdrawal       |
|   | Annual Report / Reinstatement  |
|   | Cert. Copy                     |
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#### ARTICLES OF INCORPORATION

OF

## FLEX FITNESS OF FLORIDA, INC.

# ARTICLE I - CORPORATE NAME

The name of this corporation is FLEX FITNESS OF FLORIDA, INC., whose initial principal office address is 834 Miramar Avenue, Indialantic, Florida 32903 and whose mailing address is 834 Miramar Avenue, Indialantic, Florida 32903.

# ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

# ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

# ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Edmond L. Eley 4479 North US1, Suite B Melbourne, Florida 32935

# ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

# **ARTICLE VII - INITIAL DIRECTORS**

The names and street addresses of the initial directors of this corporation are:

William S. Davis, Sr. 445 Francis Circle Mableton, GA 30126 James J. Page 2756 Locksley Road

Melbourne, FL 32935

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporators are:

William S. Davis, Sr. 445 Francis Circle Mableton, GA 30126 James J. Page 2756 Locksley Road Melbourne, FL 32935

# ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation on the 3/ day of January, 2003.

WILLIAM S. DAVIS, SR.

Incorporator

JAMES J. F Incorporato

STATE OF ELOPIDA

| STATE OF FLORIDA   |
|--|
| COUNTY OF BREVARD  |
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| The foregoing instrument was acknowledged before me this day January, 2003   |
| by WILLIAM S. DAVIS, SR. who is personally known to me or who has produced   |
| GA DL 050477557 as identification and who did take an oath.  |
| as to chill take an oath.  |
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| The foregoing instrument was acknowledged before me this day January, 2003   |
| by JAMES J. PAGE who is personally known to me of who has produced   |
| PIAD 12004503 as identification, and who did take an oath.   |
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| Notary Publicus 35   |
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| May Charles (Division of   |
| My Confinession Expires: \$\text{23}\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\   |
| william.   |

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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Pursuant to Chapter 48.091, <u>Florida Statutes</u>, the following is submitted in compliance with said act:

FIRST: That FLEX FITNESS OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Indialantic, Brevard County, Florida, has named EDMOND L. ELEY as its agent to accept service of process within the State.

ACKNOWLEDGMENT: I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. My business address for acceptance of service of process on behalf of the corporation is: 4479 North US1, Suite B, Melbourne, Florida 32935.

EDMOND L. ELEY