

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : VOIGT & VOIGT, P.A.
Account Number : I20030000017
Phone : (941) 925-2324
Fax Number : (941) 925-2924

FLORIDA PROFIT CORPORATION OR P.A.**FITNESS SOLUTIONS OF LAKEWOOD RANCH, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FITNESS SOLUTIONS OF LAKEWOOD RANCH, INC.

ARTICLE I - NAME

The name of this corporation is FITNESS SOLUTIONS OF LAKEWOOD RANCH, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 5050 FABERGE PLACE, SARASOTA, FL 34233.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of this corporation is STEPHEN F. VOIGT, ESQ., of VOIGT & VOIGT, P.A., and the address of the registered agent is 2042 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the

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business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INITIAL OFFICER(S)/DIRECTOR(S)

The name of the initial officers of this corporation is/are: JAMES T. PAYNE, JR., as President and Treasurer and SALLYANN PONZIO as Vice President and Secretary.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

JAMES T. PAYNE, JR.
5050 FABERGE PLACE
SARASOTA, FL 34233

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

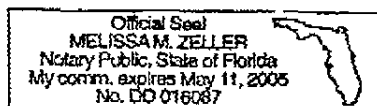
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October, 2003.

James T. Payne Jr.
JAMES T. PAYNE, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16th day of October, 2003 by JAMES T. PAYNE, JR., who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



Melissa M. Zeller
Notary Public Melissa M. Zeller
(Print Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY:

Stephen F. Voigt, Esq.

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