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DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
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TS  
10/29/03

## CAPITAL CONNECTION, INC.

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

Special K Fitness Inc

Signature \_\_\_\_\_

Requested by: RW

10/29

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ✓
- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
  - \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
  - \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
  - \_\_\_\_\_ L.C. File \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
  - \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
  - \_\_\_\_\_ Merger File \_\_\_\_\_
  - \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
  - \_\_\_\_\_ RA Resignation \_\_\_\_\_
  - \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
  - \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
  - \_\_\_\_\_ Cert. Copy \_\_\_\_\_
  - \_\_\_\_\_ Photo Copy \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Status \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
  - \_\_\_\_\_ Corp Record Search \_\_\_\_\_
  - \_\_\_\_\_ Officer Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
  - \_\_\_\_\_ Vehicle Search \_\_\_\_\_
  - \_\_\_\_\_ Driving Record \_\_\_\_\_
  - \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
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**ARTICLES OF INCORPORATION  
OF  
SPECIAL K FITNESS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is **SPECIAL K FITNESS, INC.**, and its initial post office address and its principal office for conducting business is: 2362 Immokalee Road, Naples, Florida 34110.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

**ARTICLE III - PURPOSES**

The purpose for which this Corporation is to engage in the business of health and fitness services and facilities and any and all lawful business.

**ARTICLE IV - POWERS**

The Corporation may exercise any powers, without limitation whatsoever, which a professional service corporation may legally exercise under the laws of the State of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the corporation and to fix their compensation;

(B) To act as agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 **par value common stock**. The minimum amount of capital with which the Corporation will commence business is \$1,000.00.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Except as may be otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or and securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is **Debra Swinderman**, 2362 Immokalee Road, Naples, Florida 34110.

### **ARTICLE VIII - INCORPORATOR**

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

**Debra Swinderman**, 2362 Immokalee Road, Naples, Florida 34110

### **ARTICLE IX - INTERESTED DIRECTORS**

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determination whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.


IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 24 day of October 2003.

Debra Swinderman 10-24-03  
Debra Swinderman, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of  
October 2003, by **Debra Swinderman**.

(SEAL)

  
\_\_\_\_\_  
Notary Public - State of Florida  
**Patti K. Arnold**

\_\_\_\_\_  
Printed Name of Notary Public  
My Commission Expires:



**Patti K. Arnold**  
Commission # DD096110  
Expires Feb. 28, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.


**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That **SPECIAL K FITNESS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2362 Immokalee Road, Naples, Florida 34110, has named **Debra Swinderman**, whose address is: 2362 Immokalee Road, Naples, Florida 34110, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Debra Swinderman

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of October 2003, by **Debra Swinderman**.

(SEAL)

  
Notary Public - State of Florida

**Patti K. Arnold**

Printed Name of Notary Public  
My Commission Expires:



**Patti K. Arnold**  
Commission # DD096110  
Expires Feb. 28, 2006  
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