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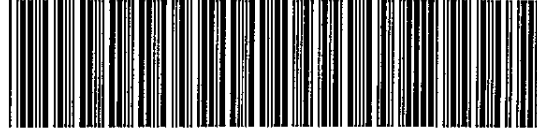
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TALLAHASSEE, FLORIDA  
04 JAN 28 PM 12:30

2/5/✓

This Instrument Prepared by:  
Peter T. Flood  
125 North Airport Rd., Suite 202  
Naples, Florida 34104  
(239) 263-2177

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**ARTICLES OF INCORPORATION**  
**OF**  
**CARDIO AND FITNESS CENTER, INC.**

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**ARTICLE I. CORPORATE NAME**

The name of the corporation shall be **CARDIO AND FITNESS CENTER, INC.**

**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 20,000 shares of common stock with \$.01 par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

- (a) Each share of common stock shall be entitled to one vote.
- (b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determines.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

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

**ANNETAL NORMIL**

**6634 Willow Park  
Naples, FL 34109**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

#### **ARTICLE VII. INITIAL DIRECTORS**

The name of the initial director of this Corporation and his street address is:

**ANNETAL NORMIL  
6634 Willow Park  
Naples, FL 34109**

#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**ANNETAL NORMIL  
6634 Willow Park  
Naples, FL 34109**

#### **ARTICLE IX. AMENDMENTS**

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

#### **ARTICLE X. SUB-CHAPTER S**

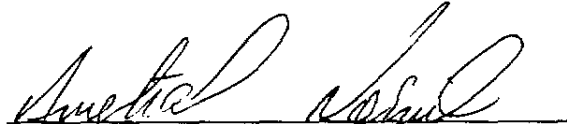
This Corporation may be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

**ARTICLE XI. EXECUTION**

These Articles of Incorporation are executed by:

**ANNETAL NORMIL**

Name of Incorporator



**ANNETAL NORMIL**

**6634 Willow Park**

**Naples, FL 34109**

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared **Annetal Normil**, personally known to me            or has produced FLDCN 054000630880 as identification to be the person described as the incorporator and who executed the foregoing Articles of Incorporation on 1/27, 2004



**Heidi Adams**  
Commission # **CC992777**  
Expires **Feb. 18, 2005**  
Bonded Thru  
**Atlantic Bonding Co., Inc.**



Notary Public

(Seal)

**STATEMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, as the registered agent, who principal office address is 6634 Willow Park, Naples, FL 34109, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**ANNETAL NORMIL**

**6634 Willow Park**

**Naples, FL 34109**

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