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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

432 N.E. THIRD AVENUE

FORT LAUDERDALE, FLORIDA 33301-3234

(954) 765-1400 / FAX (954) 765-1421

July 15, 2004

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

Re: FITNESS SMART, INC.

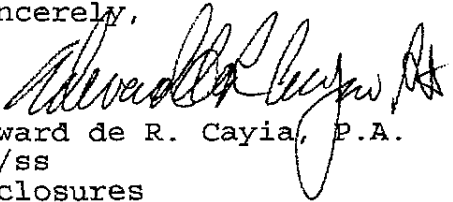
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,


Edward de R. Cayia, P.A.
EC/ss
Enclosures

ARTICLES OF INCORPORATION

OF

FITNESS SMART, INC.

ARTICLE I. NAME

The name of the corporation shall be FITNESS SMART, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all legally authorized business practices in the State of Florida, and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 6333 N.W. 56th Drive, Coral Springs, FL 33067. The name of the initial registered agent of this corporation is ROBERT THOMPSON, of 6333 N.W. 56th Drive, Coral Springs, FL 33067.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The name and address of the initial Director of the corporation is: ROBERT THOMPSON of 6333 N.W. 56th Drive, Coral Springs, FL 33067.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: ROBERT THOMPSON of 6333 N.W. 56th Drive, Coral Springs, FL 33067.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

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ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

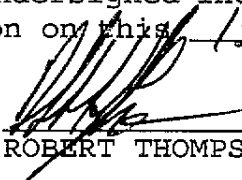
ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided said officer or Director was acting in the reasonable best interests of the corporation.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15 day of July, 2004.

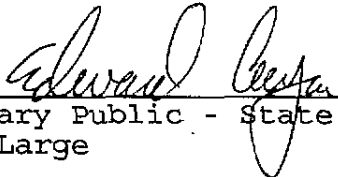


ROBERT THOMPSON, Incorporator

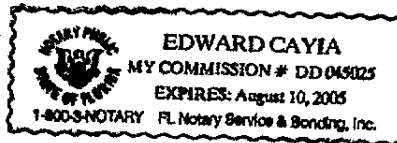
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 15 day of July, 2004 by ROBERT THOMPSON, personally known to me,

or who identified himself by FL. D. C., on oath.


Notary Public - State of Florida
at Large

My commission expires:



The undersigned, having been named as Registered Agent to accept Service of Process for FITNESS SMART, INC., at 6333 N.W. 56th Drive, Coral Springs, FL 33067, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.


ROBERT THOMPSON, Reg. Agent

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