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2004 OCT 26 A 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Padron Fitness, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: WILLIAM L. EPSTEIN, P.A.  
Name (Printed or typed)

2295 NW CORPORATE BLVD., SUITE 235  
Address

BOCA RATON FL 33431  
City, State & Zip

(561) 981-8861  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**PADRON FITNESS, INC.**

**FILED**  
2004 OCT 26 A 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (Chapter 607, Florida Statutes), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this Corporation is Padron Fitness, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the initial principal office of this Corporation is 6086 Springs Isle Blvd., Lake Worth, FL 33463.

**ARTICLE III**  
**AUTHORIZED SHARES**

This Corporation is authorized to issue one hundred (100) shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**  
**NAME AND ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 6086 Springs Isle Blvd., Lake Worth, FL 33463, and the name of the initial registered agent of this Corporation at said address is Roberto Padron.

**ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is Roberto Padron, 6086 Springs Isle Blvd., Lake Worth, FL 33463.

**ARTICLE VI  
PURPOSE FOR WHICH CORPORATION IS ORGANIZED**

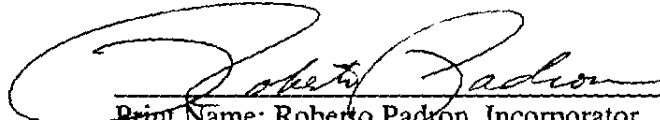
The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE VII  
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon the filing of these Articles of Incorporation.

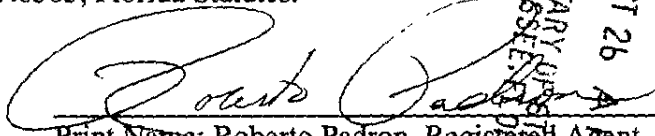
This Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

**IN WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed of these Articles of Incorporation at Palm Beach County, Florida, on the 25<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
Print Name: Roberto Padron, Incorporator

**ACKNOWLEDGMENT OF REGISTERED AGENT**

THE UNDERSIGNED, having been named as the initial registered agent of this Corporation in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent and agrees to act in this capacity, and acknowledges that he is familiar with and accepts all of the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Print Name: Roberto Padron, Registered Agent

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TALLAHASSEE, FLORIDA