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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
MAY 18 AM 9:01

J. Shivers MAY 19 2005

TRANSMITTAL LETTER

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

SUBJECT: CARDIO-TECHS FITNESS EQUIPMENT REPAIR COMPANY
(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: Cindie A. Unger
Name (Printed or typed)

203 38th Avenue North
Address

St. Petersburg, FL 33704
City, State & Zip

727-551-0486, ext. 101
Daytime Telephone number

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05 MAY 18 AM 9:01

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

ARTICLES OF INCORPORATION
OF
CARDIO-TECHS FITNESS EQUIPMENT REPAIR COMPANY

ARTICLE I – NAME

The name of the corporation shall be Cardio-Techs Fitness Equipment Repair Company.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

203 38th Avenue North
St. Petersburg, FL 33704

ARTICLE III – PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV – SHARES

The aggregate number of shares that the Corporation shall have authority to issue shall be Ten Thousand (10,000) shares, all of which shall be common stock shares having a par value of \$1.00 each, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

ARTICLE V – PERIOD OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

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DIVISION OF CORPORATIONS
05 MAY 18 AM 9:05

(1). The names and addresses of the initial directors of this corporation are:

Robert A. Buchanan II
15601 Gulf Boulevard
Redington Beach, FL 33708

Cindie A. Unger
1237 Bright Waters Blvd NE
St. Petersburg, FL 33704

ARTICLE VII – REGISTERED AGENT

The initial registered agent of this corporation and his address in Florida is:

Robert A. Buchanan II
203 38th Avenue North
St. Petersburg, FL 33704

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles of incorporation is:

Cindie A. Unger
203 38th Avenue North
St. Petersburg, FL 33704

ARTICLE IX – BYLAWS

All Bylaws shall be approved by a majority vote of the shareholders, and all modifications or additions to the Bylaws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE X – INDEMNIFICATION

The directors and officers of the Corporation shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or

officer is not entitled to be indemnified by the Corporation as authorized by this Article. The foregoing indemnification and advancement of expenses shall in no way be exclusive of any rights of indemnification and advancement of expenses to which any such director or officer may be entitled by law, agreement, vote of shareholders or of disinterested directors or otherwise. Any indemnification and advancement of expenses granted hereunder shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

ARTICLE XI – NO PERSONAL LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as presently in effect or as the same may hereafter be amended.

ARTICLE XII – AMENDMENT

The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation, or any amendment of the provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on the shareholders, directors and officers are subject to this reserve power; provided

however, that in default of any express provision therefor, these Articles of Incorporation may be amended in any respect by a majority vote of the shareholders.

ARTICLE XIII – SECTION 1244 STOCK

It is the intention of the incorporator of this corporation that the first board of directors adopts a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a “Small Business Corporation” which qualifies under the Code.


ARTICLE XIV – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares. In all elections of directors of the Corporation, each share shall be entitled to one vote as to each director to be elected and no shareholder shall have the right to cast votes in the aggregate or to cumulate votes for the election of any director, and cumulative voting of shares in elections of directors is hereby specifically negated.

ARTICLE XV – PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator hereunto has set her hand this 16 day of May, 2005.


Cindie A. Unger, Incorporator

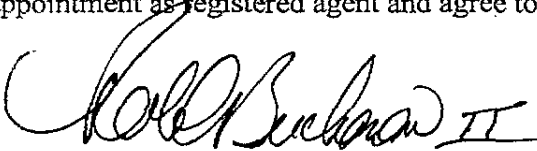
CERTIFICATE OF REGISTERED AGENT

The following statement is submitted in compliance with Title XXXVI, Florida Statute 607.0501(3).

That Cardio-Techs Fitness Equipment Repair Company, organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named Robert A. Buchanan II, whose address is 203 38th Avenue North, St. Petersburg, FL 33704, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert A. Buchanan II, Registered Agent

5.16.05

Date

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05 MAY 18 AM 9:05