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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

ESM Fitness, Inc.

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ARTICLES OF INCORPORATION
OF
ESM FITNESS, INC.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is ESM Fitness, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 5810-3 Normandy Boulevard, Jacksonville, Florida 32205.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5349 Highway Avenue, Jacksonville, Florida 32254, and the name of the initial registered agent of this corporation at that address is William C. Eidson.

ARTICLE VII

Directors

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

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

William C. Eidson
5349 Highway Avenue
Jacksonville, Florida 32254

Mark E. Schoenborn
9471 Baymeadows Road, Suite 108
Jacksonville, Florida 32256

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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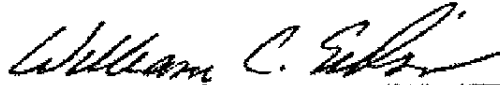
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ARTICLE IX
Incorporator

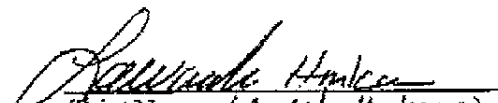
The name and street address of the incorporator of this corporation is:

William C. Eidson
5349 Highway Avenue
Jacksonville, Florida 32254**ARTICLE X**
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23 day of October, 2006.

William C. Eidson

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }The foregoing instrument was acknowledged before me this 23 day of October, 2006, by William C. Eidson.
(Print Name Layanda Monkaneh)
NOTARY PUBLIC
State of Florida at Large
Commission # DD 56777
My Commission Expires:
Personally known _____
or Produced I.D. ✓
Type of Identification Produced
Florida Drivers License


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**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

ESM FITNESS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
JACKSONVILLE, STATE OF FLORIDA, HAS NAMED WILLIAM C. EIDSON, LOCATED AT
5349 HIGHWAY AVENUE, JACKSONVILLE, FLORIDA 32254, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


William C. Eidson

Dated: October 23, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


William C. Eidson

Dated: October 23, 2006

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06 OCT 23 AM 11:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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