

PO6 000155225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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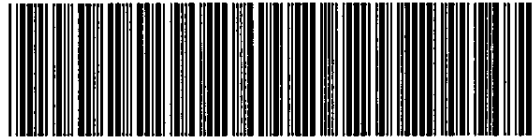
(Business Entity Name)

(Document Number)

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12/20/06--01021--003 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 DEC 20 PM 3:41

FILED

C.L. 12-20

December 18, 2005

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

Re: **NEXT LEVEL FITNESS MANAGEMENT GROUP CO.**

Dear Sir:

Enclosed please find Articles of Incorporation, in duplicate for the subject corporation and my check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Certified Copy	8.75
Resident Agent Form	35.00

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TOTAL	\$78.75
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Also, enclosed is a certificate (resident agent) required by Section 48.091, Florida Statutes. The corporation shall begin existence upon filing of the Articles of Incorporation.

I would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to me.

Sincerely yours,



Warren Shannon Keene, II  
2310 Thompson Road  
Lithia, Florida 33547

WSK:ibh  
Enclosures

FILED  
2006 DEC 20 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NEXT LEVEL FITNESS MANAGEMENT GROUP CO.**

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I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation shall be:

**NEXT LEVEL FITNESS MANAGEMENT GROUP CO.**

and the principal office and mailing address is: 2310 Thompson Road, Lithia, Florida 33547.

**ARTICLE II**

**CAPITAL STOCK**

The total number of shares of capital stock authorized to be used by the corporation shall be seven thousand (7,000) shares all of one class having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall be identical with each other in every respect and the holders of the stock shall be entitled to one vote for each share on all matters on which stockholders have the right to vote.

ARTICLE III

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two and the names and addresses of the persons who is to serve as the member thereof is as follows:

Warren Shannon Keene, II  
2310 Thompson Road  
Lithia, Florida 33547

Melvin J. Pforr, III  
204 East Street  
Hanover, MA 02339

ARTICLE IV

INCORPORATORS

The names and addresses of the incorporators of this corporation is as follows:

Warren Shannon Keene, II  
2310 Thompson Road  
Lithia, Florida 33547

Melvin J. Pforr, III  
204 East Street  
Hanover, MA 02339

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:


Warren Shannon Keene, II  
2310 Thompson Road  
Lithia, Florida 33547

## ARTICLE VI

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
Warren Shannon Keene, II

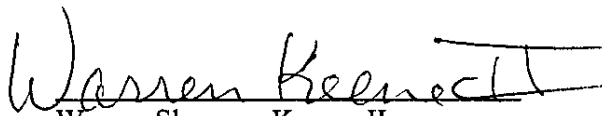
  
Melvin J. Pforr, III

Incorporators

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **NEXT LEVEL FITNESS**

MANAGEMENT GROUP CO., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Warren Shannon Keene, II

Date: 12-18-06

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2006 DEC 20 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA