

PO8000094305

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

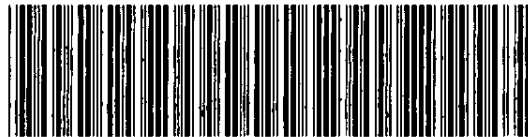
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10/20/08--01003--007 **78.75

Effective Date

10/1/08

03 OCT -2 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

W08-45771

Am 10/20/08

TRANSMITTAL LETTER

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

SUBJECT: OMNI FITNESS, INC.

(Proposed corporate name-must include suffix)

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

// \$70.00
Filing Fee

/ X / \$78.75
Filing Fee
& Certificate

// \$122.50
Filing Fee
& Certified Copy

// \$131.25
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

From: Peters Accounting, Inc.
P.O. Box 2080
Lady Lake, Fl 32158-2080
(352) 259-6567

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 3, 2008

PETERS ACCOUNTING, INC.
PO BOX 2080
LADY LAKE, FL 32158-2080

SUBJECT: OMNI FITNESS, INC.
Ref. Number: W08000045771

We have received your document for OMNI FITNESS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 608A00052548

B. McKnight OCT 03 2008

APPROVED
AND
FILED

08 OCT -2 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OMNI FITNESS, INC

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

Effective Date

10/1/08

ARTICLE I
NAME

The name of the corporation is OMNI FITNESS, INC. and the address of the corporation is 36149 Hickory Street, Fruitland Park, Florida.

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the 1st day of October, 2008. These Articles of Incorporation, filed with the Secretary of State of the State of Florida, shall exist perpetually.

ARTICLE V
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are: ALBERT G. CARDELLO

36149 Hickory Street, Fruitland Park, FL 34731

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of one (1) member. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

<u>NAME:</u>	ALBERT G. CARDIELLO
<u>ADDRESS:</u>	36149 Hickory Street, Fruitland Park, FL

ARTICLE VII
OFFICERS

The name and post office address of each of the officers of the corporation are:

PRESIDENT:	ALBERT G. CARDIELLO
SECRETARY & TREASURER:	ALBERT G. CARDIELLO
	36149 Hickory St., Fruitland Park, FL 34731

ARTICLE VIII
INCORPORATORS

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ALBERT G. CARDIELLO	36149 HICKORY ST., FRUITLAND PARK, FL	100

ARTICLE IX
RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law as defined in the corporation By-Laws.

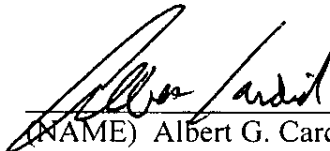
ARTICLE XI
BYLAWS

The power to adopt, amend or repeal the By-Laws shall be reserved to the Shareholders of this corporation.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

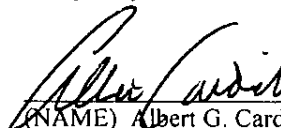
IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 23rd day of September, 2008.



(NAME) Albert G. Cardiello

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.



(NAME) Albert G. Cardiello
REGISTERED AGENT

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA