

P95000005495

TRANSMITTAL LETTER

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

200001383782
-01/19/95--01014--002
*****70.00 *****70.00

SUBJECT: Sports World of Tampa Bay, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for
\$ 70.

From:

ShawnDel Davis
Name (printed or typed)

10375 Wood Duck Drive
Address

New Port Richey, Florida 34654
City, State & Zip

(813) 862--8075
Telephone Number

Note: Please provide the original and one copy of the Articles.

FILED
95 JAN 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR SPORTS WORLD OF TAMPA BAY, INC.
The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Sports World of Tampa Bay, Inc.

ARTICLE II

The address of the principal office and mailing address of the corporation is

10375 Wood Duck Drive
New Port Richey, Florida 34654

ARTICLE III

The corporation shall have authority to issue 300 shares of no par, common stock.

ARTICLE IV

Shareholders of the corporation are prohibited from transferring stock unless unanimously approved by all of the shareholders.

ARTICLE V

The address of the initial registered office is 10375 Wood Duck Drive, New Port Richey, Florida, 34654; and the name of its initial registered agent at such address is ShawnDel Davis.

ARTICLE VI

The period of duration of the corporation is perpetual.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders are:

ShawnDel Davis 10375 Wood Duck Drive, New Port Richey, Florida 34654
Paul Karmazinski 10375 Wood Duck Drive, New Port Richey, Florida 34654
Karen Davis 5014 Barrowe Drive, Tampa, Florida 33624
Morris Davis 5014 Barrowe Drive, Tampa, Florida 33624

The name and address of each incorporator is:

ShawnDel Davis 10375 Wood Duck Drive, New Port Richey, Florida 34654.

Dated: 1/13/95 ShawnDel Davis
Incorporator(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Sports World of Tampa Bay, Inc.
2. The name and address of the registered agent and office is:

ShawnDel Davis
(NAME)

10375 Wood Duck Drive
(ADDRESS)

New Port Richey, Florida 34654
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE ShawnDel Davis
DATE 11/3/95

P95000005495

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

August 22, 1995

000001572740
-08/29/95--01093--006
*****35.00 *****35.00

To Whom This May Concern:

Enclosed is an Amendment to the Articles of Incorporation for Sports World of Tampa Bay, Inc.
Also enclosed is a check for \$35.

Our telephone number is (813) 862-8075, and our address is 10375 Wood Duck Drive, New Port Richey, FL, 34654.

If you have any questions, please don't hesitate to call.

Thank you for your assistance.

Sincerely,

Shawn Del Karmazinski

Shawn Del Karmazinski
enc
cc: JED/KD
95039

FILED
95 AUG 28 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10375 Wood Duck Drive
New Port Richey, FL 34654
(813) 862-8075



NC
10/26
8/31

5014 Barrowe Drive
Tampa, FL 34654
(813) 961-9279

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SPORTS WORLD OF TAMPA BAY, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I; The name of the corporation is being amended from Sports World of Tampa Bay, Inc. to Youthercise, Inc.

SECOND: The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the amendment's adoption: Monday, 8/28/95.

FOURTH: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this day 21st of August, 1995.

Signature Shawn Del Karmazinski

Shawn Del Karmazinski
President
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA