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OFFICE USE ONLY (Document #)

John R Cassata  
(Requestor's Name)  
5353 Falling Water Drive  
(Address)  
Orlando, Florida, 32818  
(City, State, Zip) (Phone #)

RECEIVED

95 FEB -9 PM 3:37

DIVISION OF CORPORATION

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02/10/95--01001--002  
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Orlando Aerobic Programs Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESSER FEB 9 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
ORLANDO AEROBIC PROGRAMS INC

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is ORLANDO AEROBIC PROGRAMS INC

ARTICLE TWO

The general nature of the business and objectives and purposes for which it is formed are as follows: operate a health club and gymnasium.

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock of the par value of Ten Cents (\$.10) per share.

These shares shall carry preemptive rights.

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STATE  
FLORIDA

#### ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE FIVE

The corporation is to have perpetual existence

#### ARTICLE SIX

The initial street address of the principal office of the corporation will be 5600 W COLONIAL Dr orlando fl 32808

#### ARTICLE SEVEN

The number of directors of the corporation will not be less than one (1).

#### ARTICLE EIGHT

The names and street addresses of the members of the first Board of Directors are:

- |                 |                    |
|-----------------|--------------------|
| 1. john Cassata | 5353 falling dr.   |
|                 | Orlando, Fl. 32818 |

#### ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

John Cassata  
5353 Falling Water Dr.  
Orlando Fl. 32818

#### ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board

of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

#### ARTICLE ELEVEN

The registered agent for the corporation shall be John Cassata. The place designated for service of process shall be 5353 Falling Water Dr. ORLANDO FL. 32818.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of FEBRUARY, 1995.

Signature of Incorporator

*John K. Cassata*

State of Florida  
County of ORANGE

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TALLAHASSEE, FLORIDA

THE FOREGOING instrument was acknowledged and sworn to before me this 9 day of FEBRUARY, 1995

*Judith Naran*  
(Notary Public)

My Commission Expires:



JUDITH NARAN  
Commission CC410381  
Expires Sep. 28, 1998  
Issued by HAI  
422-1555

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -6 PM 3:20

KOSTO & ROTELLA, P.A.  
ATTORNEYS AT LAW  
619 EAST WASHINGTON STREET  
POST OFFICE BOX 113  
ORLANDO, FLORIDA 32802

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Attch  
RACHG  
3-8  
Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ORLANDO AEROBIC PROGRAMS INC

1b. Date of incorporation 2/9/95 Document number P9500001273

2. The name and address of the current registered agent and office:

John Cassata, 5353 Falling Water Drive, Orlando, Fla. 32818

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Helen McCullough 733 W. Colonial Drive, Orlando, Florida 32804

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*H. McCullough*  
SIGNATURE

February 17, 1995

DATE

HELEN MCCULLOUGH, PRESIDENT  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *H. McCullough*  
(Registered Agent)

DATE February 17, 1995

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

CR2E045 (7-91)

FILING FEE: \$35.00