

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0193 FAX

800-142-8086



RECEIVED  
P9500026052

ACCOUNT NO. : 072100000032

REFERENCE : 569515 82680A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizito*

ORDER DATE : March 31, 1995

ORDER TIME : 1:13 PM

8000001445858

ORDER NO. : 569515

CUSTOMER NO: 82680A

CUSTOMER: Ms. Kay Allen  
KATZ KUTTER HAIGLER ALDERMAN  
KATZ & MARKS  
Suite 1200  
106 E. College Avenue  
Tallahassee, FL 32301

DOMESTIC FILING

NAME: FITNESS, ETC., INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN APR - 3 1995

FILED  
95 MAR 31 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FITNESS, ETC., INC.**

FILED  
95 MAR 31 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be Fitness, Etc., Inc. The principal office of the Corporation is located at 1813 Wagon Wheel Circle E., Tallahassee, FL 32311.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV  
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

#### ARTICLE V

##### Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Alexis C. Gaston  
1813 Wagon Wheel Circle E.  
Tallahassee, Florida 32311

#### ARTICLE VI

##### Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at the above address is Corporation Information Services, Inc. The board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VIII**  
**Board of Directors**

A. The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) or more than three (3) Directors. The Board shall initially have one (1) seat. The size of the Board may be altered only by an affirmative vote of all of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

B. The shareholders of the Corporation may, in any manner permitted by Section 607.0732, Florida Statutes, as from time to time amended, enter into and adopt one or more agreements of the types described therein, including without limitation reserving to action of the shareholders matters that would otherwise be committed to the discretion or authority of the Board of Directors and requiring that corporate actions be authorized, approved, or taken by more than a simple majority (one-half plus one) of the shareholders or the Board of Directors, as appropriate.

**ARTICLE IX**  
**Initial Director**

The initial Director of the Corporation shall be: Alexis C. Gaston.

**ARTICLE X**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

**ARTICLE XI**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

**ARTICLE XII**  
**Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended only by an affirmative vote of at least a majority of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article VIII, Section B of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 30 day of March, 1995.

Alexis C. Gaston  
Alexis C. Gaston

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Alexis C. Gaston, for the purposes of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30th day of March, 1995.

Frances K. Brown  
NOTARY PUBLIC

My commission expires:



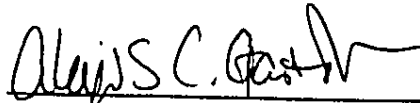
FRANCES K. BROWN  
MY COMMISSION # CC 229954 EXPIRES  
October 23, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

**FITNESS, ETC., INC.**  
**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND REGISTERED OFFICE**

FILED  
95 MAR 31 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following  
submitted:

Fitness, Etc., Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 1201 Hays Street, Tallahassee, FL 32301 as its initial Registered Office and has named Corporation Information Services, Inc. located at said address as its initial Registered Agent.

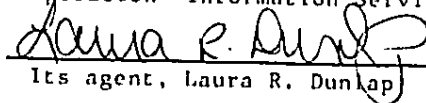


Alexis C. Gaston  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Fitness, Etc., Inc. at the place designated in its Articles of Incorporation, the undersigned, Corporation Information Services, Inc. agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

Corporation Information Services, Inc.



Its agent, Laura R. Dunlap

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Fitness, Etc., Inc. was acknowledged before me this \_\_\_\_\_ day of March, 1995, by \_\_\_\_\_, on behalf of Corporation Information Services, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

P95000026052

Kathy Kutter Hargel  
(Requestor's Name)  
106 E. Converse Ave  
(Address)  
Tallahassee, FL 32304-9634  
(City, State, Zip) (Phone #)

100001460171  
-01/19/95--01093--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

1. Fitness, Etc. Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

FILED  
95 APR 19 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RACIA  
DEGIA

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: Fitness, Etc., Inc.

1b. The mailing address of the corporation is : 1813 Wagon Wheel Circle E.,  
Tallahassee, FL 32311

1c. Date of incorporation: March 31, 1995 Document number: P95000026052

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

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, FL 32301

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

Lucy Hosford  
1209 Lee Avenue  
Tallahassee, FL 32303

FILED  
95 APR 19 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of its registered office 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.

Alexis C. Gaston  
(Signature of an officer, chairman or vice chairman of the board)

4/19/95  
(Date)

Alexis C. Gaston, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Lucy Hosford  
(Signature of Registered Agent)  
Lucy Hosford

Lucy Hosford 4/12/95  
(Date)