

P95000032348

JORDEN BURT & BERENSON

777 BRICKELL AVENUE
SUITE 800
MIAMI, FLORIDA 33131-2803
(305) 371-2800
TELECOPIER (305) 372-0028

FILED

APR 21 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITER'S DIRECT NO.

305-347-6915

April 19, 1995

Bureau of Corporate Records
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

UNRECORDED 1407-0325
04/21/95 01058-015
***122.50 ***122.50

Attention: Charter Section

RE: **BODIES IN TRAINING INC.**

Dear Person:

Enclosed please find two sets of the Articles of Incorporation for the above-referenced entity. Also enclosed is a check, in the amount of \$122.50, representing the following:

| | |
|--------------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Registered Agent's Certificate | 35.00 |
| Fee for Certified Copy | <u>52.50</u> |
| | \$122.50 |

When the Articles have been filed, please return the certified copy to the undersigned in the envelope which is enclosed for your convenience. With thanks and, if you have any question, do not hesitate to call.

Very truly yours,

M. T. Naccarato

Mary T. Naccarato
Legal Assistant

MTN:wp
Enclosures

APR 25 1995 BSB

ARTICLES OF INCORPORATION
OF
BODIES IN TRAINING INC.

FILED

95 APR 21 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLA.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be: **BODIES IN TRAINING INC.**, and the principal place of business and mailing address of this corporation shall be: 17002 S.W. 79th Place, Miami, FL 33157.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 100 | \$.10 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 10717 S.W. 104th Street, Miami, FL 33176, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be NAT NACCARATO & ASSOCIATES, P.A.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial director of the corporation, who shall hold office for the first year or until her successors are duly elected and qualified, shall be:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Lisa Ann Naccarato | 17002 S.W. 79th Place Miami, FL 33157 |

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Lisa Ann Naccarato, 17002 S.W. 79th Place, Miami, Florida 33157.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that

the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

* * * *

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of April, 1995.


Lisa Ann Naccarato, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with the laws of the State of Florida, the following is submitted:

BODIES IN TRAINING INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17002 S.W. 79th Place, in the City of Miami, State of Florida 33157, has named NAT NACCARATO & ASSOCIATES, P.A., 10717 S.W. 104th Street, Miami, FL 33176, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, we hereby acknowledge that we are familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and we agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

NAT NACCARATO & ASSOCIATES, P.A.

By: 
Nat Naccarato, President

DATED, this 17th day of
April, 1995.