



101 HAYS STREET
TRENTON, NJ 08611
TEL: 609-391-7171
FAX: 609-391-0301

PREM 50917

ACCOUNT NO. : 072100000032

REFERENCE : 628016 86901H

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : June 29, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 628816

CUSTOMER NO: 86901H

CUSTOMER: Ms. Diane Muehleisen
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
830 Bear Tavern Road
Suite 305
Trenton, NJ 086281020

500001526785

DOMESTIC FILING

NAME: R.S.R.F., INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

RECEIVED FILED
JUN 29 1995 4:00 PM
JUN 29 1995 2:15 PM
SECRETARY OF STATE
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

BROWN JUN 29 1995

ARTICLES OF INCORPORATION

OF

R.S.R.F., INC.

FILED
95 JUN 29 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is R.S.R.F., INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is One East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33301.

THIRD: The mailing address, wherever located, of the corporation is One East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33301.

FOURTH: The number of shares that the corporation is authorized to issue is 50,000,000, all of which are of a par value of \$.0001 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

Denise H. Walter

ADDRESS

Prentice Hall
830 Bear Tavern Road
West Trenton, New Jersey 08628

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

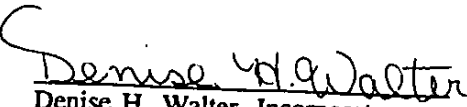
EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 28, 1995


Denise H. Walter, Incorporator

FILED
95 JUN 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLA.

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Doreen S. Haeselin
Doreen S. Haeselin

Date: June 28, 1995

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P95000050917

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: B.S. B.F. Inc

95 JUL 31 11 10 AM

Art. of Inc. File _____
Corp. Records Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
☒ () Cert. Copy(s) _____
☒ Art. of Amend. File _____
☒ Dissolution/Withdrawal _____
☒ C U S - Amend 2 CUS-95 _____
Fictitious Name File _____
Name Reservation _____
Annual Report/Reinstatement 100001549274 _____
Reg. Agent Service -07/31/95--01017--027 _____
Document Filing *****52.50 *****52.50 _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 31 PM 3:16

SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 7-31 12:00

FEE 11/31 \$ _____
DISBURSED \$ _____
SURCHARGE \$ _____
TAX on corporate supplies \$ _____
TOTAL \$ _____
PREPAID \$ _____
BALANCE DUE \$ _____
\$ Amend Name Ch. CUS-2

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

95 JUL 31 PM 2:50

DIVISION OF CORPORATIONS

July 31, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: R.S.R.F., INC.
Ref. Number: P95000050917

We have received your document for R.S.R.F., INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 895A00036039

Lowenthal

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
95 JUL 31 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.S.R.F., INC.
(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Effective June 28, 1995, the noted Articles are amended as follows:

FIRST: The corporate name for the corporation (hereinafter called "the corporation" is MGA Fitness, Inc.

FIFTH: The name and street address of the registered agent of the corporation in the State of Florida is Richard J. Ferayorni, c/o Madison Group Associates, Inc., One E. Broward Blvd., Suite 1400, Ft. Laud., FL 33301
The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Chairman of the Board of Directors and is made a part of these Articles of Amendment to Articles of Incorporation.

The date of adoption for each amendment is June 28, 1995.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: _____

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

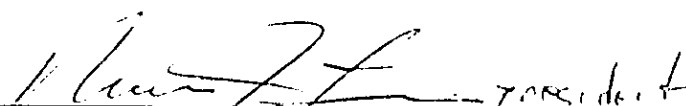
☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28TH of July, 19 95.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

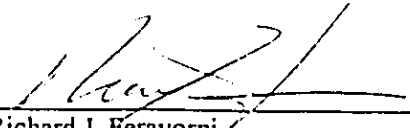
Richard J. Ferayorni

Typed or printed name

Chairman of the Board

Title

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

By: 
Richard J. Ferayorni

Date: July 28, 1995