

# P95000067300

## MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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P.O. BOX 1811 (ZIP 33601)  
TAMPA, FLORIDA 33602  
(813) 273-4201 FAX (813) 273-4306

877 NORTHEAST ALHAMBRA STREET  
P.O. BOX 391 (ZIP 32304)  
TALLAHASSEE, FLORIDA 32301  
(904) 224-0111 FAX (904) 222-7801

400 CLEVELAND STREET  
P.O. BOX 1000 (ZIP 34611)  
CLEARWATER, FLORIDA 34615  
(813) 481-0000 FAX (813) 482-8470

IN REPLY REFER TO:

August 24, 1995

Charles W. Pittman  
Post Office Box 1531  
Tampa, FL 33601

Corporate Records Bureau  
Division of Corporations  
New Filings Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for McCOY AND ROBINSON, INC. to be filed with your office. I have also enclosed our checks totaling the amount of \$122.50 to cover the filing fee. Please send the certified copy by mail to the undersigned.

If you have any questions, please contact me.

Sincerely,



Wini Carter, Secretary  
to Charles W. Pittman

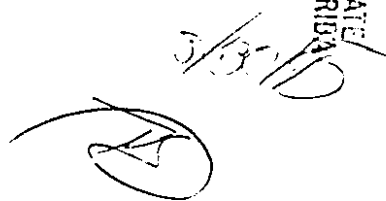
wlc  
Enclosures

*called Wini  
Director Affairs address is:  
120 White Dr.  
Apt. D-29  
Tall. FL 32324*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION  
OF  
McCOY AND ROBINSON, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form this corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is McCoy and Robinson, Inc., and the principal place of business will be 2514 Ridgetop Way, Valrico, Florida 33594.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of the execution and acknowledgement of these Articles of Incorporation.

ARTICLE III. BUSINESS & POWERS

A. The general nature of the business to be transacted by the Corporation is:

(1) to own, develop, and market a quick start exercise machine and all business and activities reasonably related thereto;

(2) to engage in any activity or business permitted by the laws of the United States and the State of Florida; and

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued

by the Corporation is 5,000 shares of common stock of a par value of \$1 per share, and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and the assets of the Corporation. Each of the common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such share. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

#### ARTICLE V. PREEMPTIVE RIGHT

The Shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

#### ARTICLE VI. INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 2514 Ridgetop Way, Valrico, Hillsborough County, Florida 33594 and the name of the initial registered agent at that address is Vincent McCoy.

#### ARTICLE VII. BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Vincent McCoy

2514 Ridgetop Way  
Valrico, FL 33594

Ray Robinson

2557-4 Seaford Circle  
Tampa, FL 33613

Glen Besterfield

28450 Open Field Loop  
Wesley Chapel, FL 33543

Alfred McCoy

120 White Dr. Apt. D-24  
Tallahassee, FL 32304

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of Shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the Shareholders. Directors need not be Shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the Shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers,

including those who may also be Directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

#### ARTICLE VIII. OFFICERS

A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers of the Board of Directors may deem advisable.

B. Officers need not be Shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws of the directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified are:

Vincent McCoy

President and  
Treasurer

Rey Robinson

Vice President and  
Secretary

#### ARTICLE IX. CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this

Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

#### ARTICLE X. INCORPORATORS

The name and street address of the persons signing these Articles are:

Vincent McCoy	2514 Ridgetop Way Valrico, FL 33594
Rey Robinson	2557-4 Seaford Circle Tampa, FL 33613

#### ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation or, at its request, of any other corporation of which it is a Shareholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes as in existence on the day the right to indemnification arises, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such person may be entitled.

ARTICLE XII. MISCELLANEOUS

A. Other Offices, Agencies and Branches.

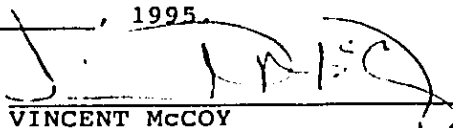
The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the Shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, we have set our hands and seals this

23d day of AUGUST, 1995.

  
VINCENT MCCOY

(SEAL)

  
REY ROBINSON

(SEAL)

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

BEFORE ME, the undersigned authority appeared VINCENT MCCOY, who has produced a Florida Driver's License as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me

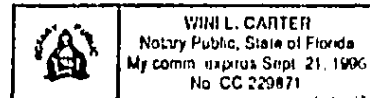
that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of AUGUST, 1995.

Wini L. Carter  
NOTARY PUBLIC

My Commission expires:

STATE OF FLORIDA                   )  
COUNTY OF HILLSBOROUGH       )

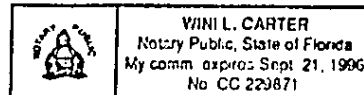


BEFORE ME, the undersigned authority appeared REY ROBINSON, who has produced a Florida Driver's License as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of AUGUST, 1995.

Wini L. Carter  
NOTARY PUBLIC

My Commission expires:





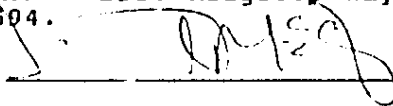
**Certificate of Designation -  
Registered Agent/Registered Office**

Pursuant to the requirements of the laws of Florida, McCoy and Robinson, Inc. hereby designates its registered agent and registered office:

Name of Corporation: McCoy and Robinson, Inc.

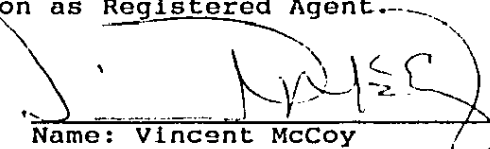
Name and Address of Registered Agent: Vincent McCoy, 2514 Ridgetop Way, Valrico, Hillsborough County, Florida 33594.

Registered Office of Corporation: 2514 Ridgetop Way, Valrico, Hillsborough County, Florida 33594.

Signature of Corporate Officer: 

Name: Vincent McCoy  
Title: President/Treasurer  
Date: August 23, 1995

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 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.

  
Name: Vincent McCoy  
Date: August 23, 1995

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