

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-9172

800-342-8086

P95000067504



ACCOUNT NO. : 072100000032

REFERENCE : 672475 98115A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : August 31, 1995

ORDER TIME : 10:04 AM

ORDER NO. : 672475

CUSTOMER NO: 98115A

CUSTOMER: Peggy Bush, Legal Assistant
STAVAR & ASSOCIATES

Suite 540
1900 Summit Tower Boulevard
Orlando, FL 32810-5919

DOMESTIC FILING

NAME: THE STAVAR CLUB, 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: Debbie Skipper

EXAMINER'S INITIALS:

CHUBB PAPER CO. 15, 24, 31, 100
-007 11795- 01043-0004
***122.50 ***122.50

FILED
1995 AUG 31 PM 10:04
FBI - TAMPA
RECEIVED

SAB
8/31/95

ARTICLES OF INCORPORATION
OF
THE STAVEL CLUB, INC.

FILED
55 AUG 31 PM 4:37

The undersigned, being of legal age and competent to contract, for the purpose of organizing a for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation of The Stavel Club, Inc. in their entirety, and agrees and certifies as follows:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be THE STAVEL CLUB, INC., whose principal office shall be located at 207 W. Park Avenue, Tallahassee, Florida 32301.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereto; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, education purposes or other similar purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number, Par Value and Class of Shares Authorized.

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1900 Summit Tower Blvd., Suite 540, Orlando, Florida, and the registered agent of the Corporation at that address shall be Mathew D. Staver. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the director of this Corporation is:

Mathew D. Staver
Suite 540
1900 Summit Tower Blvd.
Orlando, FL 32810

Directors may be removed without cause.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Mathew D. Staver
Suite 540
1900 Summit Tower Blvd.
Orlando, FL 32810

ARTICLE VIII

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors,

officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

CONFLICTS 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 the 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 he 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 he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or

effect, and the interpretation of the various articles shall not be influenced by any of said heading or captions.

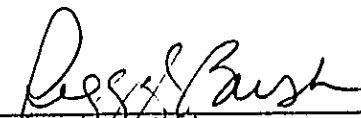
IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, for the purpose of forming a corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 30th day of August, 1995.



MATHEW D. STAVER

STATE OF FLORIDA
COUNTY OF ORANGE

30th The foregoing instrument was acknowledged before me this day of August, 1995, by Mathew D. Staver, who is personally known to me or who has produced identification and who took an oath/affirmed.



Notary Public

My Commission expires:



PEGGY S BUSH
My Commission CC344654
Expires Jan. 27, 1998
Bonded by HAI
800-422-1555

SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

THE STAYER CLUB, INC., desiring to organize as a corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at Suite 540, 1900 Summit Tower Blvd., Orlando, Florida 32810 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 30th day of August, 1995.


Mathew B. Stayer, Registered Agent

P45 00006 1507

The Staver Club, Inc.
1900 Summit Tower Boulevard
Suite 540
Orlando, FL 32810
August 27, 1997

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

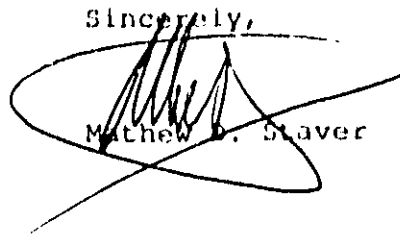
100002282851--0
-09/11/97--01145--006
*****35.00 *****35.00

Re: Name Change of The Staver Club, Inc.

Enclosed is an amendment changing the name of the corporation to Zenith Fitness, Inc. I have also enclosed a check for the \$35.00 filing fee.

If you have any questions, you may reach me at (407) 875-0077.

Sincerely,


Matthew D. Staver

MDS:als

FILED
97 SEP -2 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change

LFT

9.10.97

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

FILED
97 SEP -2 PM 1:05
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE, FLORIDA

The Staver Club, Inc.

(present name)

Pursuant to the provisions of section 607.1026, Florida Statutes, this Florida profit 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)

Article 1, Name and Principal Office is amended as follows:

The name of this Corporation shall be ZENITH FITNESS, INC.,
whose principal office shall be located at 1900 Summit Tower Boulevard,
Suite 540, Orlando, Florida 32810.

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 11/2/1997

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

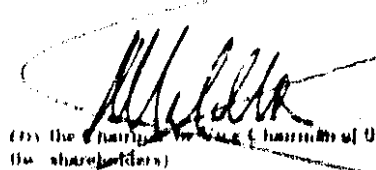
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled 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 22nd day of August, 19 97

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)

Typed or printed name

Title