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INTERNATIONAL RESEARCH BUREAU, INC.  
POST OFFICE BOX 14189 • TALLAHASSEE, FL 32317

(904) 942-2500

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-09/06/95 -01060--027  
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75375/457

FILED  
95 SEP -6 PM 3:35  
SECRET  
TALLAHASSEE

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

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

☐ Walk in ☒ Pick up time 3:30 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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95 SEP -6 PM 2:22  
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TALLAHASSEE

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

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
GENERAL FITNESS, INC**

FILED  
95 SEP -6 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **GENERAL FITNESS, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on date of filing.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue forty million (40,000,000) shares of One Mil (\$0.001) par value common stock, which shall be designated "Common Shares" and shall be entitled to one vote in all stockholder actions.

**ARTICLE V - PREFERRED STOCK**

This corporation is authorized to issue five million (5,000,000) shares of one dollar (\$1.00) par value of preferred stock; part or all of which shares may be issued from time to time by the Board of Directors, without further action required by the stockholders; and such shares may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the corporation or such other terms and conditions as may be determined by said Board.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The name and mailing address of the initial registered agent is Lawanda Joseph, 2121 West Oakland Park Blvd., Suite 125, Ft. Lauderdale, FL 33311 The initial principal office of this Corporation is 6950 Bryan Derry Road, Largo, Florida 34647.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Paul Santostosi	6950 Bryan Derry Road Largo, Florida 34647

**ARTICLE VIII BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by affirmative vote of the majority of the Stockholder or Directors.

**ARTICLE IX-INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

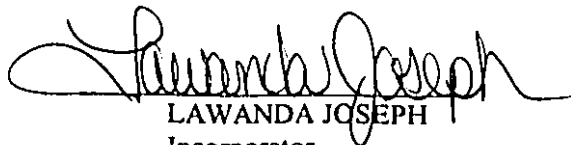
**ARTICLE X-INCORPORATOR**

The name and the person signing these Articles is Lawanda Joseph.

**ARTICLE XI- AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation, this 5th day of September, 1995.

  
LAWANDA JOSEPH  
Incorporator

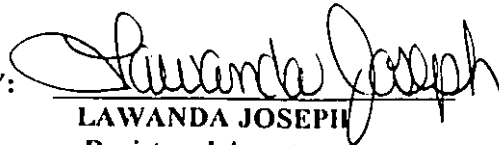
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 4TH DAY OF SEPTEMBER, 1995.

BY:



LAWANDA JOSEPH  
Registered Agent

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<input type="checkbox"/>	Other

Examiner's Initials

AMEND  
ERG  
9-25

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
GENERAL FITNESS, INC.

FILED  
95 SEP 25 PM 1:18  
CLERK  
STATE


The undersigned, being the Sole Incorporator of GENERAL FITNESS, INC., a Florida corporation, and pursuant to the authority contained in the Florida General Corporation Act, Section 607.134, without the formality of convening a meeting, do hereby consents to, approve and adopt the following resolutions by the incorporator without shareholder action as shareholder action was not required:

BE IT RESOLVED, that the Article of Incorporation which were made effective on September 6, 1995, be and are hereby amended as follows, and any Articles in the original character and amendments thereto which are in conflict herewith, are vacated and are in no force or effect:

ARTICLE V - PREFERRED STOCK

RESOLVED, that the preferred stock of the corporation will be five million (5,000,000) shares at One Mill (\$.001) par value; part or all of which shares may be issued from time to time by the Board of Directors, without further action required by the stockholders; and such shares may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the corporation or such other terms and conditions as may be determined by said Board.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 21st day of September, 1995.

  
Lawanda Joseph  
Incorporator