

P95000073608

**ALBERT D. DIAMOND**

ATTORNEY AT LAW  
RIVERGATE PLAZA • SUITE 1000  
444 BRICKELL AVENUE  
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(305) 371-5588  
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ALBERT D. DIAMOND\*

OF COUNSEL  
JOSEPH M. DIAZ  
\* MEMBER NEW YORK  
AND FLORIDA BAR

**TAMPA OFFICE**  
SUITE A

808 WEST DELCON STREET  
TAMPA, FLORIDA 33606  
(813) 251-3008  
FAX (813) 253-8851

August 14, 1995

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

900001589323  
-09/20/95--01040--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Victoria Craig Aerobic/Fitness, Inc.

Dear Sir/Madame:

Enclosed is an original and one copy of the Articles of Incorporation. Additionally, enclosed is our check for \$122.50 and a self-addressed stamped envelope.

Please process immediately. Thank you.

Very truly yours,

Albert D. Diamond

ADD/lev  
Enclosures

Diamond/SecSt

FILED  
95 SEP 20 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER SEP 22 1995

FILED  
95 SEP 20 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**VICTORIA CRAIG AEROBIC/FITNESS, INC.**

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

**ARTICLE I**

The name of the corporation shall be:

**VICTORIA CRAIG AEROBIC/FITNESS, INC.**

Its business shall be carried out at 3521 Esteponia Avenue, Miami, FL 33178 Miami, Florida or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by the corporation is as follows: the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Annotated 607 et seq.

**ARTICLE III**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares of Common Stock at no par value.

All the aforementioned stock is to be issued as lawfully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or

services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

#### ARTICLE IV

This corporation shall begin business with a capital of \$100.00 and the undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein, the sum of \$100.00.

#### ARTICLE V

This corporation shall exist perpetually.

#### ARTICLE VI

The principal place of business of this corporation shall be located at 3521 Esteponia Avenue, Miami, FL 33178 and may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this corporation. Directors need not be stockholders.

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Victoria Craig	3521 Esteponia Avenue Miami, FL 33178

#### ARTICLE IX

The offices to be held by the above named Directors are as follows:

PRESIDENT:	Victoria Craig
TREASURER:	Victoria Craig
SECRETARY:	Victoria Craig

#### ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Victoria Craig	3521 Esteponia Avenue Miami, FL 33178	100

#### ARTICLE XI

The name and address of the initial registered agent is:  
Albert D. Diamond, Esq., 444 Brickell Avenue, Suite 1000, Miami,  
Florida 33131.

#### ARTICLE XII

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in

connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

#### ARTICLE XIII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section thereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of July, 1995.

*Victoria Craig*  
VICTORIA CRAIG

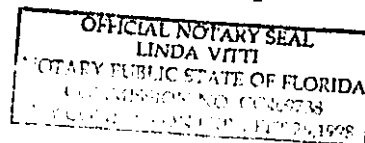
STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared VICTORIA CRAIG to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged, before me, that she executed same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at County of Dade, State of Florida, this 19th day of July, 1995.

*Linda Vitti*  
Notary Public, State of Florida  
at Large *Linda Vitti*

My Commission Expires:



FILED  
95 SEP 20 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate designating Place of Business or Domicile for the Service of Process within this state, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

**VICTORIA CRAIG AEROBIC/FITNESS, INC.**, a corporation duly organized and existing under the laws of the State of Florida with it's principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Albert D. Diamond, Esq., located at 444 Brickell Avenue, Suite 1000, City of Miami, State of Florida 33131 agent to accept service of process within this state.

<u>OFFICERS:</u>	<u>AFFIX TITLES:</u>	<u>SPECIFIC ADDRESS:</u>
Victoria Craig	Treasurer	3521 Esteponia Avenue Miami, FL 33178
<u>DIRECTORS:</u>		<u>SPECIFIC ADDRESS:</u>
Victoria Craig	Secretary/Director	3521 Esteponia Avenue Miami, FL 33178

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

ALBERT D. DIAMOND

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ALBERT D. DIAMOND\*

OF COUNSEL  
JOSEPH M. DIAZ  
\* MEMBER NEW YORK  
AND FLORIDA BAR

ALBERT D. DIAMOND  
TO WHOM IT MAY CONCERN  
ERGON PLAZA - SUITE 1000  
444 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

(305) 371-5588  
FAX (305) 371-2941

December 15, 1995

TAMPA OFFICE  
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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Victoria Craig Aerobic/Fitness, Inc.  
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To Whom It May Concern:

Please be advised that the above captioned corporation correct address should read 3521 Estepona Avenue and not 3521 Esteponia Avenue. Please note the correction.

Please advise if anything further is needed.

Very truly yours,

Albert D. Diamond

ADD/lev  
cc: Ms. Vicki Craig

Craig/letter/SecSt

Updated LR 12/19/95