

P96000003729

James H. Forrester, P.A. ■ CERTIFIED PUBLIC ACCOUNTANTS

FILED
96 JAN -5 12 2 01

January 3, 1996

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

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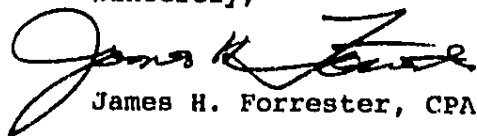
RE: FITNESS WORKS OF SWFL, INC.

Gentlemen:

Attached is the original and one copy of the
Articles of Incorporation for Fitness Works of SWFL, Inc.
along with a check for \$122.50.

Should you need any further data, please call us.

Sincerely,



James H. Forrester, CPA, CFP

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ARTICLES OF INCORPORATION
OF
FITNESS WORKS OF SWFL, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Fitness Works of SWFL, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

The amount of capital stock of this corporation shall be ONE HUNDRED SHARES (100) at Ten Dollars (\$10.00) par value stock, which stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 4521 Bay Beach Lane #221, Fort Myers, Florida, 33931. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws as determined by the Board of Directors. The name and addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Christine R. Twele
4521 Bay Beach Lane #221
Fort Myers, Fl. 33931

President, Vice-President
Secretary, Treasurer

ARTICLE IX

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE X

The street address of the initial registered office of this corporation is 4521 Bay Beach Lane #221, Fort Myers, Florida 33931 and the name of the initial registered agent of this corporation at that address is Christine R. Twele.

ARTICLE XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, We, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein stated are true and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Florida, this 3rd day of January 1996.


CHRISTINE R. TWELE

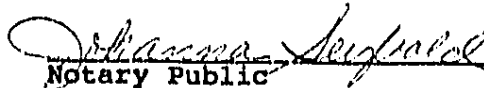
STATE OF FLORIDA)
COUNTY OF LEE) SS

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that before the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared CHRISTINE R. TWELE, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 3 day of January 1996.


Notary Public

My Commission Expires:



JOHANNA SEYBOLD
MY COMMISSION # 00420434 EXPIRES
February 18, 1999
BONDED BY THE FIDELITY & SECURITY INSURANCE CO., INC.

Fort Myers, Florida

I HEREBY ACCEPT appointment as agent of FITNESS WORKS OF SWFL, INC. a Florida corporation, upon whom process, tax notice or demands may be served.


CHRISTINE R. TWELE

DATED: 1-3-96