

RAYMOND B. PALMER

*Attorney at Law*

400 Gulf Breeze Parkway, Suite 202  
Gulf Breeze, FL 32801  
Telephone (904) 932-0800  
Fax No. (904) 932-8885

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January 5, 1996

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

RE: Benamati Fitness, Inc.

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the above-referenced corporation.

I have also enclosed my check in the amount of \$70.00 to cover the cost of filing. If any additional information is needed, please advise.

Sincerely,



RAYMOND B. PALMER

RBP/md

Enclosures

FILED  
56 JAN -9 PM 7:16  
TALLAHASSEE, FLORIDA

D. BROWN JAN 11 1996

ARTICLES OF INCORPORATION  
OF  
BENAMATI FITNESS, INC.

FILED  
96 JUN -9 PM 7:16  
TALLAHASSEE, FLORIDA

ARTICLE I

I, Raymond B. Palmer, whose post office address is 400 Gulf Breeze Parkway, Suite 202, Gulf Breeze, Florida 32561, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Florida.

ARTICLE II

The name of the Corporation (hereinafter called the "Corporation") is: **BENAMATI FITNESS, INC.**

ARTICLE III

The purposes for which the Corporation is formed are:

(1) Any and all business permitted under the laws of the State of Florida.

ARTICLE IV

The post office address of the principal office of this Corporation in this state is 3655 Flintwood Circle, Pensacola, Florida 32504. The name and post office address of the Resident Agent in this state are Raymond B. Palmer, 400 Gulf Breeze Parkway, Suite 202, Gulf Breeze, Florida 32561.

ARTICLE V

The total number of shares of capital stock which the Corporation has authority to issue is three hundred (300) shares of common stock without par value. The holders of common stock shall be entitled to one (1) vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the minimum permitted by Florida Statute 607.0803, as amended. The names of directors who shall act until the first annual meeting and until their successors are duly chosen and qualified are:

Warren E. Benamati

## ARTICLE VII

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the Charter, or any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

(4) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(c) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article VII, paragraph (4).

#### ARTICLE VIII

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

#### ARTICLE IX

(1) Directors and officers of the Corporation shall not be liable to the Corporation or its stockholders for money damages. The purpose of this limitation of liability is to limit liability to the maximum extent that the liability of directors and officers of Florida corporations is permitted by Florida law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, and shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall advance expenses to its directors and officers and the other persons referred to above to the extent permitted by Florida law. This includes the indemnification of directors and officers who are also employees, in their capacity as employees. The Board of Directors may by By-Law, resolution or agreement make further provision for indemnification of employees and agents to the extent permitted by Florida law.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 5<sup>th</sup> day of January, 1996, and I acknowledge  
the same to be my act.

  
Raymond B. Palmer  
Incorporator

WITNESS:

Margaret A. Dyer

### DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: BENAMATI FITNESS, INC.
2. The name of the registered agent is RAYMOND B. PALMER.
3. The address of the registered agent/registered office is 400 Gulf Breeze Parkway, Suite 202, Gulf Breeze, Florida 32561.

#### Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
RAYMOND B. PALMER

DATE: January 5, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA