

**Saylor
&
Gwynn**

ATTORNEYS-AT-LAW

Robert L. Saylor
Mary Alice Gwynn
Paul C. Conley
Raul E. Dalack
Steven J. Goldberg

1615 Forum Place
Parrish Building, Suite 300
West Palm Beach, Florida 33401
Telephone (407) 697-8700
Facsimile (407) 697-3135

January 4, 1996

VIA AIRBORNE EXPRESS

Department of State
ATTN: Division of Corporations
George Firestone Bldg.
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of a Corporation

Dear Sir/Madam:

Enclosed you will find an original and a copy of the articles of incorporation for **Bumgardner Enterprises, Inc., d/b/a Muscle Factory** along with a check in the amount of \$131.25 for filing fee, certified copy and certificate. Please execute as quickly as you physically can and return the certified copy and certificate upon execution to me in the self-addressed, stamped, envelope I have provided for you, as our client is awaiting these papers to open his business. His bank will not allow him to do business without the certified copy.

Your promptness will be **greatly** appreciated.

Sincerely,

Melissa A. Carver

Melissa A. Carver
Legal Assistant to

ROBERT L. SAYLOR

enclosures
cc: David Bumgardner, Jr.

FILED
JAN 22 11 5 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***131.25 ***131.25

*Done
1-9-96
U/A
wag-R1*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1996

ROBERT A. SAYLOR, ESQUIRE
1615 FORUM PLACE
BARRISTERS BUILDING, SUITE 300
WEST PALM BEACH, FL 33401

SUBJECT: BUMGARDNER ENTERPRISES, INC., D/B/A MUSCLE FACTORY
Ref. Number: W9600000721

We have received your document for BUMGARDNER ENTERPRISES, INC., D/B/A MUSCLE FACTORY and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 596A00001145

Saylor
&
Gwynn

ATTORNEYS-AT-LAW

Robert L. Saylor
Mary Alice Gwynn
Paul C. Conley
Burt B. Dalack
Steven J. Goldberg

1615 Forum Place
Barristers Building, Suite 300
West Palm Beach, Florida 33401
Telephone (407) 697-8700
Facsimile (407) 697-3135

January 17, 1996

VIA AIRBORNE EXPRESS

Department of State, Division of Corporations

~~Attn: DANA FARMER~~

George Firestone Bldg.
409 East Gaines Street
Tallahassee, FL 32399

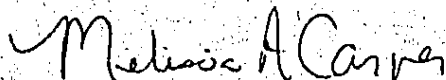
Re: Filing of a Corporation

Dear Sir/Madam:

Enclosed you will find an original and a copy of the articles of incorporation for Bumgardner Enterprises, Inc. You were previously paid the \$131.25 fee for filing fee, certified copy and certificate. Please execute as quickly as you physically can and return the certified copy and certificate upon execution to me in the self-addressed, stamped, envelope I have provided for you, as our client is awaiting these papers to open his business. His bank will not allow him to do business without the certified copy.

Your promptness will be **greatly** appreciated.

Sincerely,



Melissa A. Carver
Legal Assistant to

ROBERT L. SAYLOR

enclosure

**ARTICLES OF INCORPORATION
OF
BUMGARDNER ENTERPRISES, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is: **BUMGARDNER ENTERPRISES, INC.**,
The principal office address and registered office
address of the corporation shall be:

750 South Military Trail, Suite 8
West Palm Beach, Florida 33415

**ARTICLE II.
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is
to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized
to issue and have outstanding at any one time is 1,000 shares of common stock
having a par value of \$1.00 per share.

**ARTICLE IV.
TERM OF EXISTENCE**

This Corporation shall commence upon the signing of these articles.

**ARTICLE V.
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

David Bumgardner, Jr.
750 South Military Trail, Suite 8
West Palm Beach, FL 33415

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI.
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 Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII.
INITIAL DIRECTORS**

The name of the initial director of this Corporation and his street address is:

David Bumgardner, Jr.
750 South Military Trail, Suite 8
West Palm Beach, FL 33415

**ARTICLE VIII.
INCORPORATOR**

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

David Bumgardner, Jr.
750 South Military Trail, Suite 8
West Palm Beach, FL 33415

**ARTICLE IX.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 23rd day of December, 1995.


DAVID BUMGARDNER, JR., Incorporator

STATE OF FLORIDA

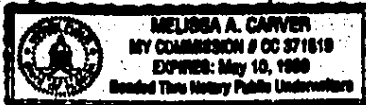
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared David Bumgardner, Jr., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 23rd day of December, 1995.


Notary Public, State of Florida
at Large

(seal)

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

FIRST - THAT BUMGARDNER ENTERPRISES, INC.

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
750 South Military Trail, Suite 8, West Palm Beach, Florida 33415
HAS NAMED DAVID BUMGARDNER, JR., LOCATED AT 750 South
Military Trail, Suite 8, West Palm Beach, Florida 33415 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE:

David Bumgardner
(Corporate Officer)

TITLE:

President

DATE:

1/4/96

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES
RELATIVE AND PROPER TO COMPLETE PERFORMANCE OF MY DUTIES**

SIGNATURE:

David Bumgardner, Jr.
DAVID BUMGARDNER, JR.
(Resident Agent)

DATE:

1/4/96

FILED
96 JAN 22 AM 9 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA