

P96000013849
Greg & Tricia Caliguire

Paralegals & Public Speakers

529 Parsons Avenue South
Suite 603
Brandon, Florida 33511

Greg Caliguire
Managing Partner

Tricia Caliguire
Senior Partner

February 8, 1996

Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

2000001713092
-02/13/96--01041-003
****122.50 ****122.50

Re: Transmittal of Documents of Incorporation.

Dear Staff:

Enclosed, please find the following items regarding the incorporation of **FEEL GREAT**
LOOK GREAT OVER 35, INCORPORATED:

- (1) A money order in the amount of \$122.50 payable to the Florida Department of State which covers all of the filing fees necessary to incorporated the above-mentioned business entity;
- (2) A Certificate of Designation of Registered Agent and Registered Office for the above-mentioned business entity;
- (3) Executed and acknowledged Articles of Incorporation for the above-mentioned business entity; and,
- (4) One (1) copy of the foregoing Articles of Incorporation for the above-mentioned business entity.

Should you have any questions or comments regarding the foregoing matter, please do not hesitate to contact me at (813) 661-0237. Thank you.

Very truly yours,

Lance Gregory Caliguire

Telephone: (813) 661-0237 * Facsimile: (813) 661-0237

RECEIVED
FEB 12 AM 11:58
TALLAHASSEE, FLORIDA
[Faint stamp: REC'D FEB 12 AM 11:58 TALLAHASSEE, FLORIDA]

*Called
Lance
RA office & printed file
on the same*

FEB 14 1996

ARTICLES OF INCORPORATION **FILED**
OF **96 FEB 12 AM 11:58**
FEEL GREAT / LOOK GREAT OVER 35,
INCORPORATED **TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article 1

The name of this corporation shall be:

FEEL GREAT / LOOK GREAT OVER 35, INCORPORATED.

Article 2

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all the things herein named and mentioned, as fully and to the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United States of America and the State of Florida.

Specifically, the Corporation will conduct these transactions:

- (1) Create and conduct seminars regarding health and fitness for the over-age-35 segment of the market;
- (2) Author, publish and sell books regarding health and fitness to the over-age-35 segment of the market;
- (3) Author, publish and sell audio cassette programs regarding health and fitness to the over-age-35 segment of the market;

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- (4) Author, publish and sell video cassette programs regarding health and fitness to the over-age-35 segment of the market; and,
- (5) Author, publish and sell newsletters regarding health and fitness to the over-age-35 segment of the market.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any

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licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages or other instruments upon encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deems expedient.

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Make gifts for educational, scientific or charitable purposes.

Article 3

There shall be only one class of stock: common stock. The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be 1,000 shares of common stock of no (zero) par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

Article 4

This corporation shall begin business with a capital of zero United States dollars.

Article 5

The corporation shall have perpetual existence.

Article 6

The principal place of business of this corporation shall be located in the City of Brandon, County of Hillsborough, State of Florida, or other such places within or without the State of Florida as the Board of Directors shall, by appropriate action hereafter, from time to time determine.

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Article 7

- A.** The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than two (2) members. A majority of the first Board of Directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.
- B.** The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.
- C.** The officers of this corporation may consist of a president, vice president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws.
- D.** A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

Article 8

The names and addresses of the members of first Board of Directors who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Lance Gregory Caliguire	529 Parsons Avenue South Apartment 603 Brandon, Florida 33511
Patricia Anne Caliguire	529 Parsons Avenue South Apartment 603 Brandon, Florida 33511.

Article 9

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lance Gregory Caliguire	529 Parsons Avenue South Apartment 603 Brandon, Florida 33511.

Article 10

The names and address of the first stockholders of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lance Gregory Caliguire	529 Parsons Avenue South Apartment 603 Brandon, Florida 33511
Patricia Anne Caliguire	529 Parsons Avenue South Apartment 603 Brandon, Florida 33511.

Lance Gregory Caliguire holds 510 shares of common stock [fifty-one (51%) percent of

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the total stock of the corporation] of the corporation. Patricia Anne Caliguire holds 490 shares of common stock [forty-nine (49%) percent of the total stock of the corporation] of the corporation.

Article 11

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract of transaction.

No director or directors having disclosed adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been, upon terms that, at the time, were fair.

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Article 12

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view towards curtailment of costs of litigation), except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such office or director. Such right of indemnification shall be exclusive of any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article 13

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he or she be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

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Article 14

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 by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

Article 15

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

Article 16

IN PURSUANCE WITH THE APPLICABLE LAW, THE FOLLOWING IS
SUBMITTED:

That **FEEL GREAT / LOOK GREAT OVER 35, INCORPORATED** desiring to

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organize under the laws of the State of Florida with its principal business office, as indicated in the Articles of Incorporation at the city of Brandon, County of Hillsborough, State of Florida, has named **Lance Gregory Caliguire** whose address is **529 Parsons Avenue South; Apartment 603; Brandon, Florida 33511**, as its Registered Agent and as its agent for service of process within this state. **The principal office and the registered office are the same.**

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 said office open.



IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal this 8 day of February A.D. Nineteen-Hundred and Ninety-Six.



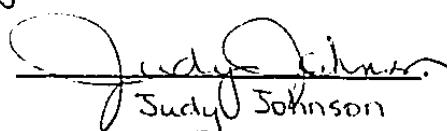
State of Florida

SS:

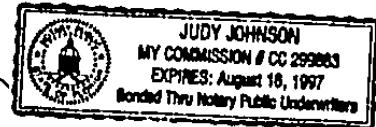
County of Hillsborough.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Lance Gregory Caliguire** to me well known to be the persons described in, and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the State and County aforesaid this 8 day of February A.D. 1996.



Judy Johnson



**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
FEEL GREAT / LOOK GREAT OVER 35,
INCORPORATED**

Pursuant to Section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and the Registered Office in the State of Florida.

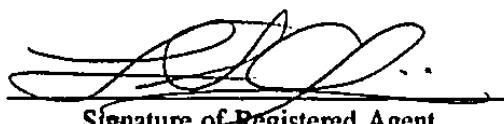
The name and address of the corporation's Registered Agent and Registered Office is:

**Lance Gregory Caliguirre
529 Parsons Avenue South
Apartment 603
Brandon, Florida 33511.**

MAILED
TALLAHASSEE, FLORIDA
02-08-96
AM 11:58

Having been named as the Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.



Signature of Registered Agent

02/08/96
Date