

P96000027086

RECEIVED
6 MAR 26 PM 3:45
DIVISION OF CORPORATION

AMERILAWYER[®]

(Requestor's Name)
343 ALMERIA AVENUE

(Address)
CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip) (Phone #)

OFFICE USE ONLY

600001758808
-03/27/96--01004--003
490.00 *70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
LIVE FITNESS & WELLNESS NETWORK, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR 25 PM 4:40

3-27-96
Examiner's Initials UW



AMERILAWYER®

March 25, 1996

Secretary of State

Please be advised our client, Matthew D. Drow reserved the corporation name
" Live Fitness & Wellness Network, Inc.", on March 21, 1996.

We are not yet in receipt of the reservation letter issued by your office. However,
please proceed with the filing of the enclosed Articles.

Thank you for your cooperation.

Sincerely

Jim Clark

ARTICLES OF INCORPORATION
OF
LIVE FITNESS & WELLNESS NETWORK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 25 PM 4:40

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **LIVE FITNESS & WELLNESS NETWORK, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4409 El Prado Street, Tampa, Florida 33629 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Matthew D. Drew
Secretary:	Lance A. Stevenson
Treasurer:	Lance A. Stevenson

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Matthew D. Drow
Lance A. Stovenson

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may 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, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



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ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this MAR 25 1996.


Elsie Sanchez, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 25 PM 4:40

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under Section 607.0505, Florida
Statutes.

AmeriLawyer® Chartered

By: 
Natalia Utrera, Vice President



AMERILAWYER®

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

P96 0000 27086

96 SEP 23 12:11:02

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 -- (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000001953610
-09/23/96--01025--001
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Live Fitness & Wellness Network, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

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☐ Mail out ☒ Will wait ☐ Photocopy

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

56 SEP 23 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A-M 023 923

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIVE FITNESS & WELLNESS NETWORK, INC**

SEP 23 PM 2:16
FILE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: Matthew D. Drew
Secretary: Lance A. Stevenson
Treasurer: Lance A. Stevenson

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 5 shall be amended to state:

President: Douglas M. Drew
Secretary: Lance A. Stevenson
Treasurer: Lance A. Stevenson

whose addresses shall be the same as the principal address of the Corporation.

THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Matthew D. Drew
Lance A. Stevenson



FOURTH: Article 6 shall be changed to state Director(s) as:

Douglas M. Drew
Lance A. Stevenson

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 6 September 1996.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 6th day of September 1996.



Douglas M. Drew, Chairman of the Board of Directors

AM14518 OD



P96000027086

April 2, 1997

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

Re: **LIVE FITNESS & WELLNESS NETWORK, INC.**
DOCUMENT# P96000027086

Dear Sirs:

Please let this letter serve as authorization to change the following relating to the above captioned corporation:

- | | |
|--|--|
| 1. Current Corporate Address on File: | New Corporate Address: |
| 4909 El Prado Street
Tampa, Florida 33629 | 4909 El Prado Street
Tampa, Florida 33629 |
| 2. Current Mailing Address on File: | New Mailing Address: |
| 3611 South Dale Mabry Highway, Suite B
Tampa, Florida 33629 | 3611 South Dale Mabry Highway, Suite B
Tampa, Florida 33629 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Lawrence J. Spiegel
Lawrence J. Spiegel
Attorney at Law

cc: A & F BUSINESS CORP.

RECEIVED
97 APR -3 AM 11:03
DIVISION OF CORPORATION

P96000027086

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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-04/09, J7--01034--024

*****70.00 *****10.00

35.00

OFFICE USE ONLY

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(Corporation Name) (Document #)

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☒ Walk in ☐ Pick up time _____

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR -3 PM 12:18
RECEIVED
97 APR -3 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

4/13
Jon Amend

Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

LIVE FITNESS & WELLNESS NETWORK, INC.

FILED
97 APR -3 PM 12:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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<http://www.amerilawyer.com>

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Lance A. Stevenson
Douglas M. Drew

FOURTH: Article 6 shall be changed to state Director(s) as:

Douglas M. Drew

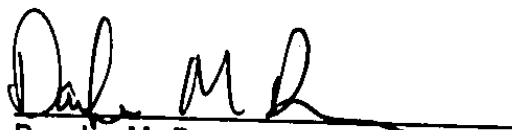
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 21 February 1997.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 21 February 1997.



Douglas M. Drew, Chairman of the Board of Directors

ARTAMEND.PRES



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