

**Clifford Y Pierce, C.P.A., P.A.**

1440 JOHN F. KENNEDY CSWY. #101  
NORTH BAY VILLAGE, FLORIDA 33141

Telephone (1-305-861-2766)

**P96000044789**

May 15, 1996

SECRETARY OF STATE  
-05/21/96--01058--012  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

re: **The Very Best Personal Trainer, Inc.**

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for **The Very Best Personal Trainer, Inc.**, together with my office check in the sum of One hundred twenty-two and --- 50/100 dollars (\$122.50), made payable to the Florida Secretary of State for filing fees for this corporation. Also enclosed is a self-addressed stamped envelope for return of a certified copy of the Articles of Incorporation.

Thank you very much for your attention to this matter.

Very truly yours,

*Clifford Y Pierce*  
Clifford Y Pierce

encls.

*5/18/96*  
*TD*

FILED  
96 MAY 20 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

**THE VERY BEST PERSONAL TRAINER, INC.**

FILED  
96 MAY 20 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is: **The Very Best Personal Trainer, Inc.** Its initial mailing address is: 1440 John F Kennedy Cswy. #301, No. Bay Village, Florida 33141.

**ARTICLE II. DURATION**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III. NATURE OF CORPORATE BUSINESS**

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

#### **ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common shares. Such common shares shall consist of one class only, having a par value of \$.01 per share.

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

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Clifford Y Pierce  
1440 John F. Kennedy Causeway #301  
North Bay Village, Florida 33141

#### **ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

#### **ARTICLE VIII. INCORPORATOR**

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

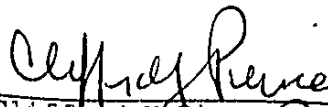
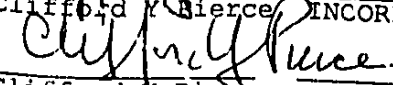
Clifford Y Pierce  
1440 John F. Kennedy Causeway #301  
North Bay Village, Florida 33141

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

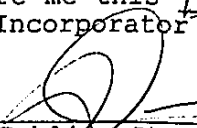
**ARTICLE X. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

  
\_\_\_\_\_  
Clifford Y. Pierce, INCORPORATOR  
  
\_\_\_\_\_  
Clifford Y. Pierce, REGISTERED AGENT

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF DADE    )

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 15 day of February, 1996, by Clifford Y. Pierce, as Incorporator and Resident Agent, personally known to me. *Ma!*

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for The Very Best Personal Trainer, Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 15 day of May, 1996.

  
Clifford Y. Pierce, REGISTERED AGENT

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96 MAY 20 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA