

P96000051584

WELLBAUM & MCLENNON, P.A.

ATTORNEYS AT LAW  
1100 SOUTH McCALL ROAD  
SUITE 13  
ENGLEWOOD, FLORIDA 34223

R. W. WELLSBAUM, JR.  
THOMAS P. MCLENNON\*  
MAURICE L. JEMISON

\*ALSO ADMITTED IN ILLINOIS

June 7, 1996

TELEPHONE (941) 474-3241  
FAX (941) 475-2927

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

RECEIVED  
JUN 12 1996  
TALLAHASSEE, FLORIDA  
\*\*\*122.50

Re: Gargoyle Fitness and Nutrition, Inc.

Dear Ladies and Gentlemen:

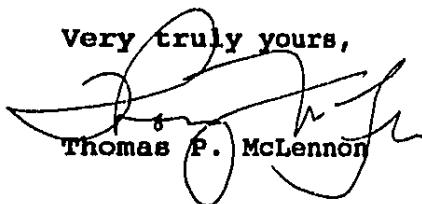
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return the certified copy of same to our office.

Also enclosed is a check in the amount of \$122.50 for cost of filing.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

  
Thomas P. McLennon

TPM/jsb

Enclosures

FILED  
96 JUN 14 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-17-96  
Kf

**ARTICLES OF INCORPORATION  
OF  
GARGOYLES FITNESS AND NUTRITION, INC.**

FILED  
96 JUN 14 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is: GARGOYLES FITNESS AND NUTRITION, INC.

**Article II - Duration**

This corporation shall have perpetual existence.

**Article III - Purpose**

The purpose of this corporation shall be to operate a fitness and nutrition center and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

**Article IV - Capital Stock**

This corporation is authorized to issue 7500 shares of one (\$1.00) dollar par value common stock.

**Article V - Preemptive Rights**

There shall be no preemptive rights.

**Article VI - Initial Registered Office and Agent**

The street address and the mailing address of the initial registered office and the principal office of this corporation is 2828 S. McCall Road, Unit 39, Englewood, Florida, 34224, and the name of the initial registered agent of this corporation at that address is ERIN L. SHEARER.

**Article VII - Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

The names and addresses of the directors of this corporation are:

Randy L. Shearer  
2721 S. McCall Road  
Englewood, Florida 34224

Erin L. Shearer  
2721 S. McCall Road  
Englewood, Florida 34224

**Article VIII - Incorporator**

Randy L. Shearer  
2721 S. McCall Road  
Englewood, Florida 34224

**Article IX - By-Laws**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

**Article X - Indemnification**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**Article XI - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

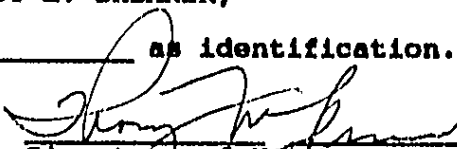
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 7<sup>th</sup> day of June, 1996.

  
RANDY L. SHEARER

STATE OF FLORIDA     )  
                                  )  
COUNTY OF CHARLOTTE   )

SS:

The foregoing instrument was acknowledged before me this  
7th day of June, 1996, by RANDY L. SHEARER,  
☒ who is personally known to me; or  
☐ who has provided \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary  
State of Florida



THOMAS P. MCLENNON  
MY COMMISSION # 00537328 EXPIRES  
October 20, 1998  
BULWORTH TRUST COMPANY, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That GARGOYLES FITNESS AND NUTRITION, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Erin L. Shearer, 2828 S. McCall Road, Unit 39, Englewood, Florida, 34224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 provision of said Act relative to keeping open said office.

  
ERIN L. SHEARER

FILED  
95 JUN 14 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA