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**VIA FEDERAL EXPRESS**

**August 8, 1996**

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

**500001918565**  
**-08/08/96--01093--006**  
**\*\*\*\*122.50 \*\*\*\*122.50**

**Re: Incorporation of Club Spin, Inc.**

**To whom it may concern:**

**Please find enclosed the following documents in connection with the incorporation of Club Spin, Inc.:**

- 1. The Articles of Incorporation of Club Spin, Inc..**
- 2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent;**
- 3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;**
- 4. Completed designation of registered agent form to be placed on file with the Department of State.**

**Please telephone upon the filing of the enclosed Articles.**

**Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.**

**Sincerely,**

**KORSHAK & BEAULIEU**

**Enclosure**

**c/S/Spin.001**

**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**56 AUG -9 PM 1:57**

**FILED**

**8-13-96**  
**KR**

ARTICLES OF INCORPORATION

of

CLUB SPIN, INC.

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Club Spin, Inc. and its principle place of business is 936 Versailles Circle, Maitland, Florida 32751.

II. PURPOSE

The purpose for which the corporation is organized to conduct exercise fitness and health care classes, supply related materials and equipment and perform any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is David S. Cohen, Esquire.

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95 AUG -9 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### VI. INCORPORATOR

The name and post office address of the incorporator is:

Beth Sickinger  
936 Versaille Circle  
Maitland, Florida 32751

#### VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Beth Sickinger  
936 Versaille Circle  
Maitland, Florida 32751

#### VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

#### ARTICLE IX. Amendment to Articles

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 shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X. By-Laws

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

ARTICLES XI. Preemptive Right

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 8th day of August, 1996.

Beth Sickinger

Beth Sickinger, Incorporator

STATE OF FLORIDA)  
COUNTY OF ORANGE)

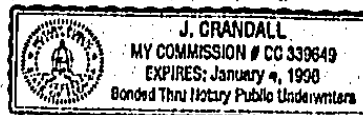
The foregoing instrument was acknowledged before me this day of Aug, 1996 by Beth Sickinger, who is personally known to me or who has produced Florida as identification and who did not take an oath.

J. Randall  
Signature of Notary

J. Randall

Type/Print name of Notary

My Commission Expires:



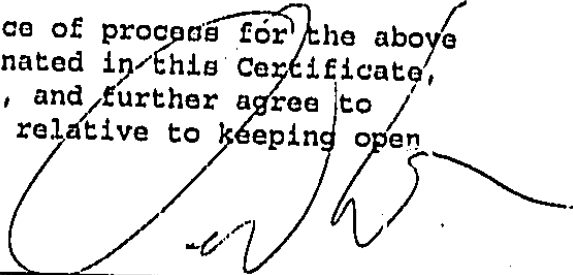
CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Club Spin, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809, has named David S. Cohen, Esquire, located at the above registered office as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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 further agree to comply with the provisions of said Act relative to keeping open said office.

By:   
Registered Agent

Date: 8-8-96.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Charge  
11-7-96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 NOV -4 AM 10:00

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CLUB SPIN, INC.**

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

**FIRST:** Amendment(s) adopted:

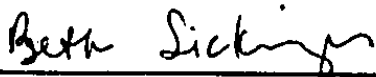
Amendment I. NAME shall read as follows:

The name of this corporation is Club Ride, Inc. and its principle place of business is 936 Versaille Circle, Maitland, Florida 32751.

**SECOND:** The date of each Amendment's adoption: October 21, 1996.

**THIRD:** Adoption of Amendment:

The Amendment was approved by the incorporator. The number of votes cast for the Amendment was sufficient for approval. No shareholder action was required.



Beth Sickinger, Incorporator

c/D/Spin.002