

P 96000086942

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16  
Address

MIAMI, FLORIDA 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

FLORIDA SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE 904-412-1250

Office Use Only

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

1. ALL AROUND FITNESS CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2:00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

RECEIVED  
 OCT 22 AM 10:45  
 DIVISION OF CORPORATION

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

TALLAHASSEE, FLORIDA  
 OCT 22 AM 11:55

SEP 22 AM 11:55  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ALL AROUND FITNESS CORP.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be ALL AROUND FITNESS CORP.

**II**

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property

of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that

this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

### IV

The amount of capital with which this corporation shall begin business shall be \$100.00.

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at 9830 S.W. 112th Street, Miami, Florida 33176.

VII

The Board of Directors of this corporation shall consist of not less than one and not more than four members.

VIII

The names and addresses of the first Board of Directors as well as the Incorporators who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

CLAY FARMER

9830 S.W. 112th Street  
Miami, Florida 33176

IX

The registered agent and the registered office for this corporation is:

CLAY FARMER

9830 S.W. 112th Street  
Miami, Florida 33176

X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$100.00, the amount of capital with which this corporation shall begin business.

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
CLAY FARMER	9830 S.W. 112th Street Miami, Florida 33176	100	\$100.00

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

CLAY FARMER, President and Secretary/Treasurer

XII

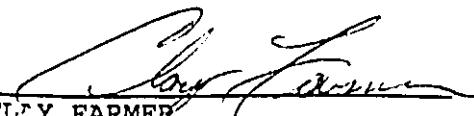
This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

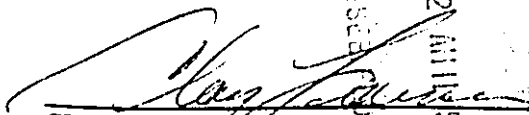
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept

service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
CLAY FARMER  
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
CLAY FARMER

STATE OF FLORIDA )  
COUNTY OF DADE )

I hereby certify that on this date personally appeared CLAY FARMER, who produced a driver's license (FL) F56-100-71-029-6 as identification, and who did take an oath, to me known to be the same described in and who executed these Articles of Incorporation and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 18<sup>th</sup> day of October 1996.



NOTARY PUBLIC, STATE OF FLORIDA

Sign: Mayra C. Winstel  
Print: MAYRA C WINSTEL  
State of Florida at Large  
Commission Number:  
My Commission Expires: