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MARK M. WOODS, P.A.
ATTORNEY & COUNSELOR AT LAW



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91 JAN 13 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
January 8, 1997

Department of State
Division of Corporations
Attn.: Filing Department
Tallahassee, Florida 32314

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RE: Seminole Health Club and Fitness, Inc.

To whom it may concern:

Enclosed, please find an original and one copy of the Articles of Incorporation for Seminole Health Club and Fitness, Inc. to be filed. Also enclosed with the Articles, please find a check in the amount of \$122.50 for the filing fee. I would appreciate a returned, certified copy of the original Articles. I have enclosed a stamped, self-addressed envelope for your convenience.

If you have any question, do not hesitate to contact this office. Thank you for your prompt attention to this matter.

Sincerely,

Mark M. Woods
MMW/lac

cc: Mrs. Christine Zimmerman

RECORDED JAN 17 1997

**ARTICLES OF INCORPORATION
OF
SEMINOLE HEALTH CLUB AND FITNESS, INC.**

ARTICLE I. NAME

The name of the corporation is Seminole Health Club and Fitness, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation is located 7655 - 131st Street North, Seminole, Florida 33776, in Pinellas County, State of Florida.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

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(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is one thousand (1,000). The par value of each share of stock is one tenth of a dollar (\$.10, ten cents).

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business upon filing of the Articles of Incorporation is five hundred (\$500.00) dollars.

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial director of this Corporation and the director's street address is:

Christine Zimmerman, 15606 Gulf Blvd., Redington Beach, Florida 33708.

The person named as initial director shall hold office for the first year of existence of this Corporation or until successor(s) is/are elected or appointed and have qualified, whichever occurs first.

**ARTICLE X. RESERVATION OF POWER
TO AMEND ARTICLES OF INCORPORATION**

The Board of Director(s) shall have the power to amend the Articles of Incorporation without shareholder approval so long as such amendment is consistent with Florida Laws.

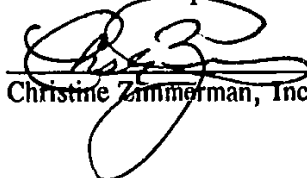
ARTICLE XI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is: Christine Zimmerman, 15606 Gulf Blvd., Redington Beach, Florida 33708.

ARTICLE XII. INTERESTED DIRECTORS

No contract or transaction between this Corporation and any of its director(s), or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this day, January 8, 1997.



Christine Zimmerman, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Christine Zimmerman, who has produced a valid Florida Driver's license as identification or who is personally known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he freely and voluntarily subscribed to these Articles of

• Incorporation on this day of January 8, 1997.

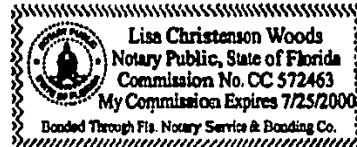
Lisa Christenson Woods

Notary Public - State of Florida

My Commission Name: Lisa Christenson Woods

My Commission Number: CC 572463

My Commission Expires: 07/25/00



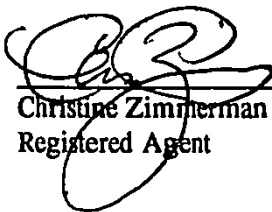
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section Chapter 48.091, Florida Statutes, the following is submitted:

That Seminole Health Club and Fitness, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 7655 - 131st Street North, Seminole, Florida 33776, in Pinellas County, State of Florida, has named Christine Zimmerman of 15606 Gulf Blvd., Redington Beach, in Pinellas County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Christine Zimmerman
Registered Agent

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