

P97000011340

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Fl. 32314

SUBJECT: PHILIP POLLARD PERSONAL TRAINING, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$ 122.50 - Filing Fee and Certified Copy (an additional copy is attached for a certified copy to be returned to me)

FROM: PHILIP POLLARD PERSONAL TRAINING, INC.
532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547

904-864-6611

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PHILIP POLLARD PERSONAL TRAINING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547

ARTICLE III - SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares of one dollar par (\$1.00) value common stock.

Initial shares will be issued as follows:

1000 SHARES - PHILIP POLLARD

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of initial registered agent is:

PHILIP POLLARD
532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547
904-864-6611

ARTICLE V - INCORPORATORS

The name and social security number as well as street address of the incorporators to these Articles of Incorporation are:

PHILIP POLLARD
SSN 267-90-9766

532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547

ARTICLE VI - OFFICERS

The names and titles of the initial officers of this corporation are:

PHILIP POLLARD

PRESIDENT\TREASURER

ARTICLE VII - TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VIII - NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this Corporation is to engage in any business under the laws of the State of Florida.

ARTICLE IX - CUMULATIVE VOTING

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

This corporation shall have two director's initially. The number of directors may be increased by the By-Laws.

The initial director's of this corporation are:

PHILIP POLLARD
532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547

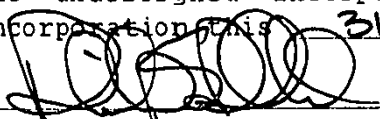
ARTICLE XII - TAX ARTICLE

It is the intention of this charter that the director shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder of this Corporation upon the sale for cash of any stock of this Corporation which is held by another shareholder of this Corporation shall have the initial right to purchase that stock at the price it will be offered to others outside the Corporation.

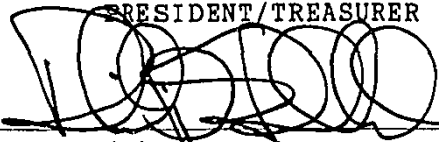
The undersigned incorporators have executed these Articles of
Incorporation this 31 day of JAN, 1997



(Signature)

PHILIP POLLARD

PRESIDENT/TREASURER



(Signature)

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was subscribed and sworn to before me
this 31st day of January, 1997.



Notary Public

My Commission Expires



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the process of Section 607.0501, Florida Statutes, The undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent.


1. The name of the corporation is:


PHILIP POLLARD PERSONAL TRAINING, INC.

2. The name and address of the Registered Agent and office is:

PHILIP POLLARD
532 SCHNEIDER DRIVE APT B
FT WALTON BEACH FLORIDA 32547
904-864-6611

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)
PHILIP POLLARD
REGISTERED AGENT


(Date)

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TALLAHASSEE, FLORIDA