

P97000020378

FLORIDA DIVISION OF CORPORATIONS  
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((H97000003779 011))

TO: DIVISION OF CORPORATIONS

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NAME: GYM HOSPITALITY, INC.

AUDIT NUMBER.....H97000003779

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

EFFECTIVE DATE

3-4-97

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2002  
3/4/97

ARTICLES OF INCORPORATION

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OF

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GYM HOSPITALITY, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of Tallahassee, Florida hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE  
3-4-97

NAME

The name of the Corporation shall be GYM HOSPITALITY, INC. and the business address and location of the Corporation shall be 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801.

ARTICLE II

CORPORATE DURATION

This Corporation shall commence to exist on the execution of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth,

Prepared by: Laurence C. Hames, Esq.  
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FL Bar #237914

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either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Laurence C. Hames, Esq. and the name of the initial registered agent of this Corporation at that address is 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801.

ARTICLE VI

INITIAL 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. The name and address of the initial director of this Corporation shall be Harry Rubinstein, 598 Broadhollow Road, Melville, Long Island, New York 11747.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows: Laurence C. Hames, Esq., 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801

ARTICLE VIII

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 4th day of March, 1997.

  
LAURENCE C. HAMES

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

GYM HOSPITALITY, INC. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated LAURENCE C. HAMES, ESQ. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 390 N. Orange Avenue, Suite 2500, Orlando, Florida 32801.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 4th day of March, 1997.

  
LAURENCE C. HAMES

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