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LAW OFFICES  
**PHILIP L. SCHWARTZ**  
PROFESSIONAL ASSOCIATION  
517 SOUTHWEST 1ST AVENUE  
FORT LAUDERDALE, FLORIDA 33301

PHILIP L. SCHWARTZ

OF COUNSEL  
PAUL R. PECARO  
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March 24, 1997

Secretary of State  
Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

200002125542--5  
-03/27/97--01017--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARTICLES OF INCORPORATION FOR PRO FITNESS, INC.

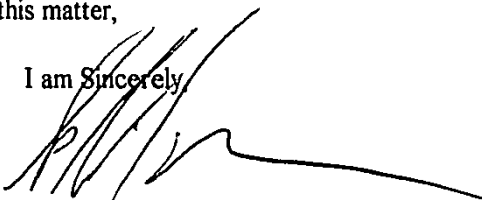
To Whom It May Concern:

Enclosed herewith, please find One (1) original Articles of Incorporation for Pro Fitness, Inc., one copy of the same, and a check made payable to the Secretary of State for One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50).

Please return the stamped copy and certificate of filing to the undersigned at the address noted herein above.

Thank you for your cooperation in this matter,

I am Sincerely,

  
Philip L. Schwartz, Esquire

PLS/paw  
Enclosures

FILED  
97 MAR 27 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/1/97  


**ARTICLES OF INCORPORATION**  
**OF**  
**PRO FITNESS, INC.**

FILED  
MAR 21 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: **PRO FITNESS, INC.**

**ARTICLE II - DURATION**

***This corporation shall have perpetual existence.***

**ARTICLE III - PURPOSE**

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

*et.*

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is:  
22952 Greenview Terrace  
Boca Raton, Florida 33433

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is:

LAURIE CAPANO  
22952 Greenview Terrace  
Boca Raton, Florida 33433

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

PHILIP L. SCHWARTZ, ESQUIRE  
Philip L. Schwartz, P.A.  
517 Southwest 1st Avenue  
Fort Lauderdale, Florida 33301

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24<sup>TH</sup> day  
of MARCH, 1997.

  
\_\_\_\_\_  
PHILIP L. SCHWARTZ, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP L. SCHWARTZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 24 day of MARCH, 1997.

Mavis M. Alty  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Mavis M. Alty  
MY COMMISSION # CC525585 EXPIRES  
February 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

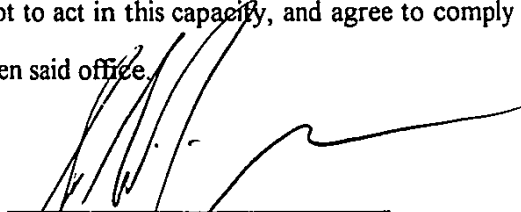
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **PRO FITNESS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Boca Raton, Florida designates **PHILIP L. SCHWARTZ, ESQUIRE** located at 517 Southwest 1st Ave, City of Fort Lauderdale, County of Broward, 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 stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

**FILED**  
97 MAR 27 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA