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LAW OFFICES  
**HAGEN & HAGEN, P.A.**  
3990 SHERIDAN STREET, SUITE 104  
HOLLYWOOD, FLORIDA 33021  
TELEPHONE (954) 987-0515  
TELEFAX (954) 964-3764

MAX M. HAGEN  
KEVIN L. HAGEN

PLEASE REF. TO  
OUR FILE #

4278

April 2, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

100002135181--1  
-04/07/97--01088--002  
\*\*\*122.50 \*\*\*122.50

Re: THE FITNESS FIRM, INC.

Dear Sir or Madam:

In regard to the above corporation, enclosed please find original and one copy of the Articles of Incorporation to incorporate as a Florida corporation. Also enclosed is my trust account check number 2327 in the sum of \$122.50 for the filing fee required in this connection.

Please send the Certificate of Incorporation and Articles of Incorporation stamped by the Secretary of State to the undersigned when completed.

Thank you for your attention to this matter.

Very truly yours,

KEVIN L. HAGEN  
K.L.H:hlk  
Enclosures

cc: Ross Lopatin

FILED  
97 APR -7 PM 12: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
4/8/97

**ARTICLES OF INCORPORATION**

**OF**

**THE FITNESS FIRM, INC.**

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

FILED  
97 APR 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is The Fitness Firm, Inc. The principal place of business and mailing address for the corporation is: 7158 Sportsman Drive, North Lauderdale, Florida, 33068.

**ARTICLE II**

**PURPOSE**

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

**ARTICLE III**

**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

**ARTICLE IV**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 SHERIDAN STREET, SUITE 104  
HOLLYWOOD, FLORIDA 33021

and the name of the initial registered agent at that address is:

KEVIN L. HAGEN

**ARTICLE VI**

**NUMBER OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Ross H. Lopatin President	7158 Sportsman Drive North Lauderdale, Florida 33068

**ARTICLE VIII**

**SUBSCRIBER**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ross H. Lopatin President	7158 Sportsman Drive North Lauderdale, Florida 33068

**ARTICLE IX**

**CUMULATIVE VOTING FOR DIRECTORS**

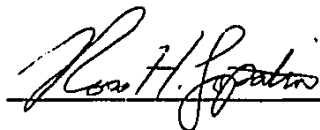
At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

**ARTICLE X**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 2 day of April, 1997.

 (SEAL)

STATE OF FLORIDA     )  
  ) ss:  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared to me, Ross H. Lopatin, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 2 day of April A.D., 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



KEVIN L. HAGEN  
My Commission CC340120  
Expires Feb. 17, 1998  
Bonded by HAI  
800-422-1555

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT The Fitness Firm, Inc.  
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF  
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED  
AT 3990 SHERIDAN STREET, SUITE 104, CITY OF HOLLYWOOD, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Ross H. Lopatt  
BY: Ross H. Lopatt  
TITLE: President

Dated this 2 day of April, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Kevin L. Hagen  
KEVIN L. HAGEN  
RESIDENT AGENT

Dated this 2 day of April, 1997.

FILED  
97 APR - 7 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA