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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 22 AM 8:25

4221 Corona Street  
Tampa, FL 33626  
(813) 353-9102

May 20, 1997

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

200002187642--8  
-05/22/97--01018--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of The Boxing Gym, Inc.

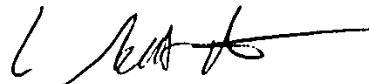
To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation, as well as a certificate designating Registered Agent/Registered Office, together with a check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation Fee	\$ 35.00
Total	\$ 70.00

Your prompt response in returning a date-stamped copy of the Articles is appreciated. Thank you for your assistance in this matter.

Sincerely,



W. Scott Patterson

enclosures

RP  
5-27-97

**ARTICLES OF INCORPORATION  
OF  
THE BOXING GYM, INC.**

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SECRETARY OF STATE  
OFFICE OF CORPORATION

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

**ARTICLE I**

The name of this corporation is **THE BOXING GYM, INC.** The initial principal place of business of this corporation is:

9017 Adamo Drive, Unit P  
Tampa, Florida 33619

The mailing address of this corporation is:

9017 Adamo Drive, Unit P  
Tampa, FL 33619

The bylaws may provide for relocation of the principal office or mailing address to any other address.

**ARTICLE II**

The purposes of this corporation are to engage in any activity or business permitted by the laws of the United States of America and the State of Florida.

**ARTICLE III**

The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this corporation.

**ARTICLE IV**

The business of this corporation shall be conducted, carried on, and managed by the officers of this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

**ARTICLE V**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

No holder of common stock of this corporation shall have any pre-emptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall

have any pre-emptive right to purchase or to subscribe to any such stock unless so permitted by a majority vote of the board of directors of this corporation. "New issues" shall be construed to mean any number of shares of the capital stock of this corporation originally authorized by these Articles of Incorporation, but not initially issued, as well as any other shares of any kind subsequently authorized by these Articles of Incorporation or any amendment thereto.

#### **ARTICLE VI**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

#### **ARTICLE VII**

The name and address of the initial registered agent and office of this corporation is as follows:

W. Scott Patterson  
4221 Corona Street  
Tampa, FL 33629

#### **ARTICLE VIII**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

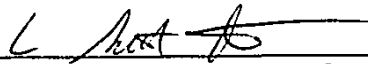
W. Scott Patterson  
4221 Corona Street  
Tampa, FL 33629

#### **ARTICLE IX**

The name and address of the Incorporator signing these Articles of Incorporation is:

W. Scott Patterson  
4221 Corona Street  
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of May, 1997.

  
W. SCOTT PATTERSON, as Incorporator of  
The Boxing Gym, Inc.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

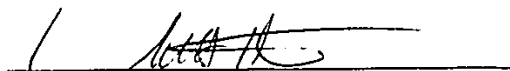
In pursuance to the provisions of section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That THE BOXING GYM, INC., desiring to organize under the laws of the State of Florida has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

W. Scott Patterson  
4221 Corona Street  
Tampa, FL 33629

**ACKNOWLEDGMENT**

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.

  
W. Scott Patterson

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