

PA 7000056193

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Attached please find the original copy of the Articles of Incorporation for
Spin Out, Inc. for filing with the Florida Department of State.

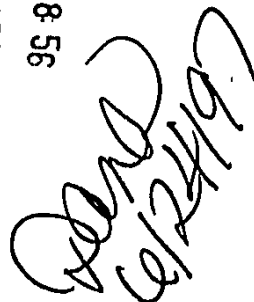
Please file the incorporation of this new business and assign a document
number as soon as time allows. The specified filing fee of \$122.50 is
enclosed as well.

If there are any questions pertaining to this filing, please contact us
immediately. Thank you for your attention to this matter.


Richard Wasserlauf, Director
(800) 733-5339

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FILED
97 JUN 25 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1997

RICHARD WASSERLAUF, DIRECTOR
2200 N.W. 32ND STREET
SUITE 100
POMPANO BEACH, FL 33069

SUBJECT: SPIN OUT, INC.
Ref. Number: W97000014641

We have received your document for SPIN OUT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 097A00033367

**Florida Department of State
Division of Corporations
Attn: Dana Calloway
409 East Gaines Street
Tallahassee, FL 32399**

Dear Ms Calloway:

Attached please find an original copy of the Articles of Incorporation for Spin Out, Inc. As I was advised that this document was received by you unsigned, please disregard the unsigned copy and replace it with the enclosed.

If you require additional information, or I have inadvertently made a mistake in this new document, please contact me immediately.

Thank you for your cooperation, I certainly apologize for the error.

A handwritten signature in black ink, appearing to read "R. Wasserlauf", written over a horizontal line.

**Richard Wasserlauf, Director
PH (800) 733-5339
FAX (954) 975-3787**

**ARTICLES OF INCORPORATION
OF
SPIN OUT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporation hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **Spin Out, Inc.**

ARTICLE II

The principle office of this Corporation shall be located in the City of Pompano Beach, Broward County, Florida and the street address of said principle office shall be, 2200 N.W. 32nd Street, Pompano Beach, Florida 33069.

ARTICLE III

This Corporation is organized for the following purposes:

1. To engage in the sale of services for instruction of physical exercise.
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital which this Corporation will begin business shall be and is in the sum of One Hundred Dollars.

ARTICLE VI - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII

This Corporation shall have two (2) Officers and Directors, initially. The name and street address of the initial Officers and Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

--NAME--

--ADDRESS--

Richard Wasserlauf

2200 N.W. 32nd Street, Suite #100
Pompano Beach, FL 33069

Jeff Bernier

2200 N.W. 32nd Street, Suite #100
Pompano Beach, FL 33069

ARTICLE VIII

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

Richard Wasserlauf 2200 N.W. 32nd Street, Suite #100, Pompano Beach, FL 33069

ARTICLE IX

Pursuant to Section 48.091, Florida Statutes, Richard Wasserlauf of 2200 N.W. 32nd Street, Suite #100, Pompano Beach, FL 33069 is hereby designated as the Corporation's agent to accept service of the process within the State of Florida.


ARTICLE X

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS HEREOF, I, the undersigned subscribing incorporate have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, on this 19th day of June, 1997.



Richard Wasserlauf

STATE OF FLORIDA)

ss

COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Richard Wasserlauf**, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 19th day of June, 1997.

NOTARY PUBLIC, State of Florida

My commission expires:

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

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

That Spin Out, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, has named Richard Wasserlauf located at 2200 N.W. 32nd Street, Suite #100, Pompano Beach, FL 33069, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Resident Agent

FILED
97 JUN 25 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA