

P97000064620



ACCOUNT NO. : 072100000032

REFERENCE : 654370 5011226

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 87.50

ORDER DATE : December 31, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 654370-005

CUSTOMER NO: 5011226

400002386844--7

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILINGS

NAME: EXTREME FITNESS U.S.A., INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

12-31-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 11:36

RECEIVED
97 DEC 31 AM 10:44
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
EXTREME FITNESS U.S.A., INC.
A Florida Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 11:31

ARTICLE I. NAME

The name of this Corporation is EXTREME FITNESS U.S.A., INC.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 30, 1997.

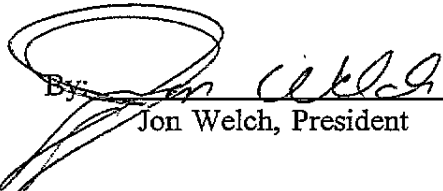
ARTICLE III. SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV. JOINT WRITTEN ACTION

A copy of the Joint Written Action of the Board of Directors and Shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors and Shareholders is attached hereto.

EXTREME FITNESS U.S.A., INC.

By: 
Jon Welch, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of December, 1997, by Jon Welch, as President of EXTREME FITNESS U.S.A., INC., a Florida corporation, on behalf of the corporation.

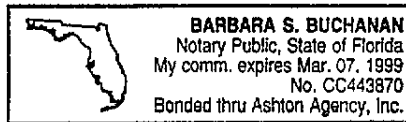
Barbara S. Buchanan
Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)

My Commission Expires: _____

Commission No.: _____

AFFIX NOTARY STAMP



☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____


C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of
EXTREME FITNESS U.S.A., INC., a Florida corporation (hereinafter referred to as the
"Corporation"), and the keeper of the records and the corporate seal of said Corporation; that
the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation
and Dissolution as adopted by the Board of Directors and Shareholders of the Corporation by
Joint Written Action dated the 30th day of December, 1997.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have
caused the corporate seal of said Corporation to be hereto affixed this 30th day of
December, 1997.

EXTREME FITNESS U.S.A., INC.

By: _____


Jon Welch, Secretary

(CORPORATE SEAL)

**JOINT WRITTEN ACTION
OF THE SHAREHOLDERS AND
BOARD OF DIRECTORS OF
EXTREME FITNESS U.S.A., INC.**

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of EXTREME FITNESS U.S.A., INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the Directors of the Corporation have recommended dissolution to the Shareholders of the Corporation;

WHEREAS, the Shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and
be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

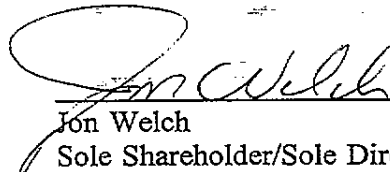
FURTHER RESOLVED, that the Directors and President of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. EXTREME FITNESS U.S.A, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding one hundred (100) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on December 31, 1997, the effective date of the complete liquidation and dissolution of the Corporation.
2. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.
3. The Directors and President of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the Shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.
5. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 30th day of December, 1997.



Jon Welch
Sole Shareholder/Sole Director