

P97000071719



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 501121 3487A

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 70.00

ORDER DATE : August 19, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 501121-005

CUSTOMER NO: 3487A

500002271115--9

CUSTOMER: Mr. Mark Dungan
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: MR. GYM OF SARASOTA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
97 AUG 19 AM 11:56
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 19 AM 10:40
DIVISION OF CORPORATION

SN AUG 19 1997

5

ARTICLES OF INCORPORATION
OF
MR. GYM OF SARASOTA, INC.

FILED
97 AUG 19 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is MR. GYM OF SARASOTA, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 2190 12th St., Sarasota, FL 34237. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 2190 12th St., Sarasota, FL 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2190 12th St., Sarasota, FL 34237, and the name of the initial registered agent of this corporation at that address is Paul Yoder.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

Paul Yoder
2190 12th St.
Sarasota, FL 34237

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

Paul Yoder
2190 12th St.
Sarasota, FL 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 14th day of AUGUST, 1997.

Paul Yoder
PAUL YODER

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th
day of August, 1997, by PAUL YODER, who is
personally known to me or who has produced Fla. Drivers License
as identification.

Amber Hillary Daniel
AMBER HILLARY DANIEL
Notary Public
State of Florida at Large
My Commission Expires:



Amber Hillary Daniel
MY COMMISSION # CC658179 EXPIRES
May 28, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: 8/14/97.

By: Paul Yoder

PAUL YODER,
its authorized agent

F:\USERS\MCD\MWR.GYM\ARTICLES

FILED
97 AUG 19 AM 11:56
TALLAHASSEE, FLORIDA