

P 97000076889



ACCOUNT NO. : 072100000032
REFERENCE : 506410 132361A

AUTHORIZATION :

COST LIMIT : \$ 70.00
Patricia Pignatelli

ORDER DATE : August 22, 1997
ORDER TIME : 2:15 PM
ORDER NO. : 506410-005

CUSTOMER NO: 132361A 100002275301--5

CUSTOMER: A. Clifton Black, Esq
A. CLIFTON BLACK, ESQ
903 West Emmett Street
Kissimmee, FL 34741

DOMESTIC FILING

NAME: ONE RAGE, 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: Daniel W Leggett
EXAMINER'S INITIALS:

FILED
97 AUG 22 AM 10:22
STATE OF FLORIDA
TALLAHASSEE
97 AUG 22 PM 3:26
CORPORATION

W97-19890
SN SEP - 5 1997
8



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: RAGE, INC.
Ref. Number: W97000019590

RESUBMIT

Please give original
submission date as file date.

We have received your document for RAGE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00042676

RECEIVED
DIVISION OF CORPORATIONS
27 SEP - 5 41 30 97

**ARTICLES OF INCORPORATION
OF
ONE RAGE, INC.**

FILED
97 AUG 22 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be One Rage, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of the business of this corporation shall be to operate a fitness center, provide fitness and conditioning for goods and services, any other goods and services reasonably related thereto to do any other acts permitted by law.

ARTICLE III - POWERS

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

ARTICLE IV - STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the sum necessary to increase inventory and to expand the corporation shall be applicable to the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than one hundred and no/100 dollars (\$100.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial address of this corporation shall be 903 W. Emmett Street, Kissimmee, Florida, 34741. The registered agent at the corporate address is A. Clifton Black. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporations, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omission occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

ARTICLE IX - VOTING SHAREHOLDERS
DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

William Stephen Davis
4850 Slack Blvd.
Melbourne, FL. 32901

The initial officers shall be:

William Stephen Davis
4850 Slack Blvd.
Melbourne, FL. 32901
President, Secretary

ARTICLE XIV - INCORPORATORS

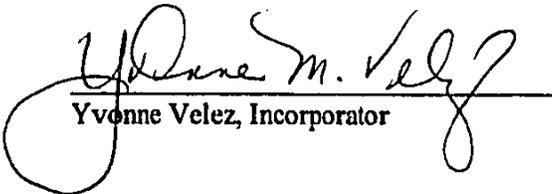
The name and address of the Incorporator of these Articles of Incorporation is:

Yvonne Velez
903 W. Emmett Street
Kissimmee, FL. 34741

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of One Rage, Inc., do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation, this 3 day of September, 1997.

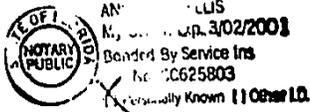

Yvonne Velez, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared YVONNE VELEZ, to me known, and who acknowledged before me that she executed the foregoing freely and voluntarily for the purposes expressed herein.

WITNESS my hand and official seal in the state and county above stated this 3rd day of September, 1997.



Angela M. Ellis
NOTARY PUBLIC
Angela M. Ellis
(Name of Acknowledger Printed)
Commission No.:

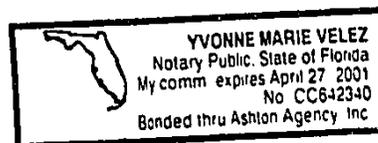
ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Osceola, appeared A. Clifton Black, who is personally known to me, whose business address is 903 W. Emmett Street, Florida, 34741, and, being sworn, deposed and said that he has accepted the designation as registered agent for One Rage, Inc., this 3 day of September, 1997.

A. Clifton Black
A. CLIFTON BLACK
Registered Agent

Yvonne M. Velez
NOTARY PUBLIC
Yvonne M. Velez
(Name of Acknowledger Printed)

Commission No.:



FILED
97 AUG 22 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA