

9/11/97
 Charter Number Only
9700078754

Requestor's Name
Martin ThirER
 Address
1475W. Cypress Creek Rd. #204
Ft. Lauderdale, FL 33309
 City State ZIP Phone
(954)-772-5551

VALIDATION ONLY

800002290358--9
 -09/11/97--01048--020
 ****122.50 ****122.50

CORPORATION(S) NAME

HFE Fitness Financial Services, Inc.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> With Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

97 SEP 11 PM 12:33
 RECEIVED
 TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified copy
 97 SEP 11 PM 11:17
 RECEIVED

**ARTICLES OF INCORPORATION
OF
HFE FITNESS FINANCIAL SERVICES, INC.**

FILED
97 SEP 11 PM 12:33
CLERK OF DISTRICT COURT
JAIL 11111111111111111111

ARTICLE I - NAME

The name of the corporation shall be:

HFE FITNESS FINANCIAL SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

General nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could, viz: Engage in any business or activity permitted under the laws of the United States and the State of Florida, including but not limited to the following:

a) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount; to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

b) To sell at wholesale and retail and to deal in any manner whatsoever in all types and descriptions of property; to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

c) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works, or erections of every kind and description whatsoever, including the location, laying out and constructing of roads, avenues, docks, slips, severs, bridges, wells, walls, canals, railroads or street railways, power plants and generally in all classes of building erections and works, both public and private, or integral parts thereof, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

d) To manufacture, buy, sell, trade and deal in all and every kind of material product, manufactured and unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letter, patent processes, devices, inventions, trademarks, formulas, goodwill, and other rights; to lend money on bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

e) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

f) To borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of

this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

g) To buy, sell, and generally trade in store, carry and transport all kinds of goods, wares, merchandise, provisions and supplies.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1475 West Cypress Creek Road, Suite 204, Fort Lauderdale, Florida 33309 and the name of the initial registered agent of this corporation at that address is MARTIN THIRER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (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 (1). The name and address of the initial director of the corporation is:

STEPHEN M. GOLDING
1475 West Cypress Creek Road, #204
Fort Lauderdale, Florida 33309

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

MARTIN THIRER
1475 West Cypress Creek Road, Suite 204
Fort Lauderdale, Florida 33309

ARTICLE IX - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will not be less than five hundred dollars (\$500.00).

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL PLACE OF BUSINESS OF CORPORATION

The principal place of business of the corporation is as follows:

HFE FITNESS FINANCIAL SERVICES, INC.
1475 West Cypress Creek Road, Suite 204
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10th day of September, 1997.



MARTIN THIRER,
Subscriber

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

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

First--That HFE FITNESS FINANCIAL SERVICES, INC., desiring to organize
under the laws of the State Florida with its principal office, as indicated
in the articles of incorporation in the County of Broward, City of Fort
Lauderdale, State of Florida has named MARTIN THIRER located at 1475
West Cypress Creek Road, Suite 204, Fort Lauderdale, Florida 33309 as its
agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: *Martin Thirer*
MARTIN THIRER
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 11 PM 12:33

FILED