

P97000099172

JOYCE CROUCH
2405 Coolidge Road
Fort Pierce, Florida 34945

November 5, 1997

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida

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*****70.00 *****70.00

Gentlemen,

Enclosed please find two sets of Articles of Incorporation (one original and one copy) Of Barbells Health and Fitness, Inc. For the purpose of incorporating it as a Florida corporation.

A check for \$70.00 (seventy dollars only) made payable to the Department of State is also enclosed for the necessary filing fees.

Sincerely,

Joyce Crouch

Enclosures (3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 20 AM 8:37

RP
11-21-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

JOYCE CROUCH
2405 COOLIDGE ROAD
FT. PIERCE, FL 34945

SUBJECT: BARBELLS HEALTH AND FITNESS, INC.
Ref. Number: W97000025835

We have received your document for BARBELLS HEALTH AND FITNESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 997A00054875

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ANGIE'S BARBELLS HEALTH AND FITNESS, INC.

The undersigned, a natural person competent to contract, hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

ANGIE'S BARBELLS HEALTH AND FITNESS, INC.

ARTICLE II
TERM OF EXISTENCE

The corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III
PURPOSE

The corporation is organized for the general purpose of providing health and fitness services, and the sale of products related to the fitness industry transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue a maximum of 1,000 shares of common stock par value \$0.10 per shares.

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the shares to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing. Each share of the common stock of the Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders.

ARTICLE V
PRE-EMPTIVE RIGHTS

The corporation may provide for preemptive rights of Shareholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI
INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the Registered Agent of the Corporation is as follows:

Joyce Crouch

The street address and mailing address of the Registered Agent and Principal Office of the Corporation in the State of Florida is as follows:

2405 Coolidge Road
Fort Pierce, Florida 34947

The corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time provide by resolution.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than ten (10), persons. The Board of Directors shall be elected at the annual meeting of the Shareholders of the Corporation, which meeting shall be held at such time as provided in the By-Laws. The members of the Board of Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided in the By-Laws.

The names and street addresses of the initial directors who are to conduct the affairs of the Corporation until the first meeting and election and qualification of their successors are

NAME : ADDRESS :

Joyce Crouch 2405 Coolidge Road
Fort Pierce, Florida 34945

ARTICLE VIII
INCORPORATOR

The name and address of the individual subscribing to these Article of Incorporation is:

NAME: ADDRESS:

Joyce Crouch 2405 Coolidge Road
Fort Pierce, Florida 34945

ARTICLE IX
MISCELLANEOUS

1. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer of such other corporation.
2. The business and affairs of the Corporation shall be managed by a Board of Directors elected by the Shareholders of the Corporation who are entitled to vote. The elected Board of Directors shall not need any further authorization from its Shareholders with the respect to the management of the corporation except as provided in law or otherwise herein.
3. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Directors may not

alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Shareholders as stated herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to receive proper notice of such meetings unless she shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 7 day of November, 1997.


Joyce Crouch

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

Before me a Notary Public authorized to take acknowledgments in the State and County set forth

above, personally appeared Joyce Crouch known to me to be the person who executed the foregoing

Articles of Incorporation, and who acknowledged before me that she executed the said Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid this 7th day of November, 1997.

My Commission expires:



CATHY J. REED
MY COMMISSION # GC420711 EXPIRES
December 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Cathy J. Reed
NOTARY PUBLIC

The undersigned hereby accepts designation as Registered Agent of the Corporation.

Joyce Crouch
Joyce Crouch

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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