

P98000008084

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-16-98

700002410457--5
-01/23/98--01088--001
*****78.75 *****78.75

SUBJECT: SWIM-BIKE-RUN, INC.
(Proposed corporate name - must include suffix)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN 23 AM 9:30

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERT POZO, JR.
Name (Printed or typed)

19991 SW 180 ST
Address

MIAMI, FL 33187
City, State & Zip

(305) 284-2605 / 252-2806
Daytime Telephone number

Robert Pozo
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date
DATE 1-27-98
DOC. EXAM. mm

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SWIM-BIKE-RUN, INC.**

FILED
98 JAN 23 AM 9:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1-16-98

The undersigned subscriber to these Articles of Incorporation is a natural person competent and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SWIM-BIKE-RUN, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 19991 Southwest 180 Street, Miami, Florida 33187 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Robert E. Pozo, Jr.
19991 Southwest 180 Street
Miami, Florida 33187

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Robert E. Pozo, Jr.
Vice-President:	Maria Gabriela Pozo
Secretary:	Maria Gabriela Pozo
Treasurer:	Robert E. Pozo, Jr.

whose addresses shall be the same as the principal office of the Corporation.

ARTICLES 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Roberto E. Pozo, Jr.
Maria Gabriela Pozo

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - EFFECTIVE DATE

These Articles of Incorporation shall be effective on **January 16, 1998.**

ARTICLE 8 - CORPORATE CAPITALIZATION

8.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN (10)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00).**

8.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

8.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock in any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

8.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 10 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 12 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 13 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at 19991 Southwest 180 Street, Miami, Florida 33187. The name of the registered agent of this Corporation is Robert E. Pozo, Jr., 19991 Southwest 180 Street, Miami, Florida 33187.

ARTICLE 15 - BYLAWS

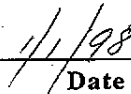
The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute the Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

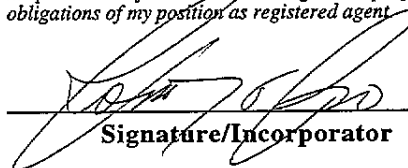


Signature/Incorporator

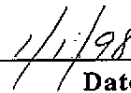


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Incorporator



Date