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LAW OFFICE  
JOSEPH H. CHUMBLEY  
3862 CENTRAL AVENUE, SUITE A  
ST. PETERSBURG, FL 33711

TELEPHONE (813) 323-7625

FACSIMILE (813) 323-5923

February 17, 1998

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-02719/98--01043--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: ULTRA FITNESS PERSONAL TRAINERS, INC.

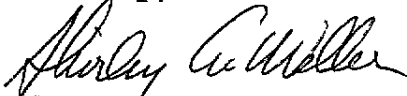
Dear Sir:

Enclosed please find a signed original and a signed copy of Articles of Incorporation for the above-noted corporation, along with Mr. Romanek's check no. 3161 in the amount of \$70.00.

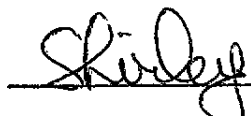
Please file the same and forward the stamped copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your consideration with regards to this matter. If you have any questions please contact our office.

Sincerely,

  
Shirley A. Weller  
Secretary  
enc(s)

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98 FEB 19 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

 GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art. 6  
DATE 2/20/98  
DOC. EXAM 7m

2/20/98-7m

**ARTICLES OF INCORPORATION**  
**OF**  
**ULTRA FITNESS PERSONAL TRAINERS, INC.**

We, the undersigned subscribers to these Articles of Incorporation, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

NAME

The name of this corporation shall be:

**ULTRA FITNESS PERSONAL TRAINERS, INC.**

**ARTICLE II**

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in the business of Personal Fitness and all related matters, under the laws of the State of Florida.

B. To have one or more offices, conduct its business and promote its objects without or within the State of Florida, other states, the District of Columbia, territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place and amount.

C. For any of the purposes of the corporation to enter

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TALLAHASSEE, FLORIDA

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into, make and perform contracts of every kind for the lawful purposes, firm and association or corporation, municipal political country territory, state, government or colony or dependency thereof, and without limitation to borrow money and contract debts when necessary in the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, secured or unsecured, from time to time, for monies borrowed or in payment for any of the other objects or purposes of this corporation.

D. To joint or consolidate with, to enter into agreements and cooperative relations contemplating the use of this corporation name or in contravention of law with any other persons, firms, associations or corporations, governmental, municipal or otherwise, in connection with carrying out of or for any of the purposes of this corporation.

E. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of this corporation; and it is hereby expressly provided that the foregoing enumeration of

specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

### ARTICLE III

#### MAXIMUM SHARES OF STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of Common Stock, par value of One Dollar (\$1.00) per share.

### ARTICLE IV

#### SALE, TRANSFER, ETC. OF STOCK

The stockholders of this corporation shall have the right to enter into agreements by and between themselves and between the corporation and themselves, whether individually or jointly, relative to the sale, assignment, transfer, pledge, encumbrance or option of any type of stock in the corporation, or any part thereof; and any such agreement shall be binding on and control any such sale, assignment, transfer, pledge or option of any type for and during the existence of any such agreement.

### ARTICLE V

#### AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00). The capital stock may be paid in lawful money of the United States in whole or in part; or if the Board of Directors shall so determine, may be paid in property, labor or services at a just valuation thereof to be fixed by the Board of Directors at a

regular meeting of the Board or at a meeting to be called for such purposes.

## ARTICLE VI

### PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida shall be 14601 54th Way North, Clearwater, FL 33760.

The Board of Directors may, from time to time, move its principal place of business to any other address in Florida, and may provide and establish such branch offices in such locations as they may see fit. The Reistered Office is the same as the Principal office.

## ARTICLE VII

### CORPORATE EXISTENCE

The term for which this corporation shall exist is and shall be perpetual.

## ARTICLE VIII

### NUMBER OF DIRECTORS

The Board of Directors of this corporation shall not be less than one (1) nor more than five (5), one of whom may be elected Chairman of the Board by a majority of the chosen at an annual meeting of the stockholders of this corporation. Vacancies in the Board of Directors shall be filled by the members of the Board of Directors remaining in the office until the next election.

## ARTICLE IX

### NAMES AND ADDRESSES OF BOARD DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation by Bylaws and the laws of the State of Florida, shall hold office for the first year next after this incorporation is effected or until their successors are elected and qualified as follows:

BRANDON D. ROMANEK	14601 54th Way North Clearwater, FL 33760
HARVEY ROMANEK	750 Island Way Clearwater, FL 33767
JOSEPH H. CHUMBLEY	3862 Central Avenue, Ste.A St. Petersburg, FL 33711

### ARTICLE X

#### NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation are as follows:

BRANDON D. ROMANEK President	14601 54th Way North Clearwater, FL 33760
HARVEY ROMANEK Secretary/Treasurer	750 Island Way Clearwater, FL 33767
JOPSEPH H. CHUMBLEY Vice-President	3862 Central Avenue, Ste.A St. Petersburg, FL 33711

### ARTICLE XI

#### OFFICERS

The above-named persons shall be the officers of this corporation at the beginning of the corporation and until their successors shall be duly elected and qualified.

## ARTICLE XII

### STOCKHOLDERS VOTE

Every Stockholder of Common Stock of record shall be entitled, at each meeting of the stockholders of this corporation, and upon each proposal presented at such meeting, to one (1) vote for each and every share of stock standing in his name on the books of this corporation.

## ARTICLE XIII

### OFFICERS AND TERMS

The officers of this corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer, all of which shall be elected by the Board of Directors at the time and in the manner provided in the Bylaws, shall hold their respective offices for one (1) year or until their successors are duly elected and qualified; and shall have such powers and duties as may be prescribed by the Bylaws, or determined by the Board of Directors. Any persons may hold two (2) or more offices, except that the President shall not also be Secretary or Assistant Secretary of the said corporation.

## ARTICLE XIV

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting, by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the subscribers have hereunto set  
their seals this 17<sup>th</sup> day of Feb 1998.

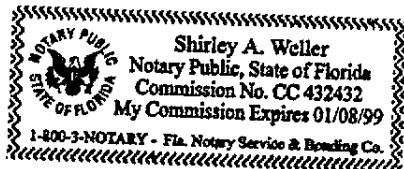
Brandon Romanek  
BRANDON D. ROMANEK

Harvey Romanek  
HARVEY ROMANEK

Joseph H. Chumbley  
JOSEPH H. CHUMBLEY

I HEREBY CERTIFY that on this day personally appeared  
before me, a Notary Public in and for the State of Florida at St.  
Petersburg, well known to me to be the persons described in and  
who executed the foregoing Articles of Incorporation, and they  
and each of them severally acknowledged before me that they  
signed and executed said Articles of Incorporation for the use  
and purposes therein set forth.

WITNESS my hand and official seal at St. Petersburg,  
Pinellas County, State of Florida, this 17<sup>th</sup> day of February  
1998.



Shirley A. Weller  
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First -- that ULTRA FITNESS PERSONAL TRAINERS, INC., a





corporation duly organized and existing under the laws of the State of Florida with its principal place at 14601 54th Way North, Clearwater, FL 33760, County of Pinellas, State of Florida, has named BRANDON R. ROMANEK as its agent to accept service of process within Florida.

Dated: 8/19/98

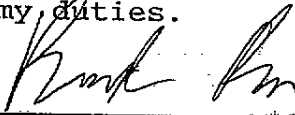
President/Director

  
BRANDON D. ROMANEK

  
HARVEY ROMANEK  
Secretary/Treasurer/Director

  
JOSEPH H. CHUMBLEY  
Vice-President/Director

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
BRANDON D. ROMANEK  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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