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**KOPELOWITZ, SAAVEDRA & PELOSI**

An Association of Professional Associations

Not a Partnership

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March 19, 1998

**SENT VIA FEDEX**

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\*\*\*\*\*122.50 \*\*\*\*\*122.50

State of Florida  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

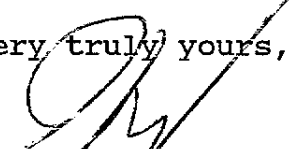
Re: Filing of Articles of Incorporation

Dear Secretary of State:

Enclosed please find an original copy of the Articles of Incorporation for P & BL Gyms, Inc. which we would like filed as soon as possible and a certified copy returned to our office. Enclosed is check number 1448 in the amount of \$122.50 for the filing fee (\$70.00 for filing fee and \$52.50 for return of a certified copy of the Articles).

If you have any problems or questions regarding this matter, please contact me at the above telephone number.

Very truly yours,

  
Harvey G. Kopelowitz, Esquire

HGK/sc  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 20 PM 4: 03

FILED

P Mail  
MAR 23 1998

**ARTICLES OF INCORPORATION**

**OF**

**P & BL GYMS, INC.**

FILED  
98 MAR 20 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be:

**P & BL GYMS, INC.**

The address of the principal place of this corporation shall be 2960 South Gate Drive, Alexandria, Virginia 22306, and the mailing address of the corporation shall be the same.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**

**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HARVEY KOPELOWITZ, ESQUIRE  
KOPELOWITZ, SAAVEDRA & PELOSI,  
312 S.E. 17th Street, Second Floor  
Fort Lauderdale, Florida 33316

**ARTICLE VI**

**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII**

**INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Pleasant Lewis  
2960 South Gate Drive  
Alexandria, Virginia 22306

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII**

**INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Harvey G. Kopelowitz, Esquire, whose street address is:

312 SE 17th Street, Second Floor  
Fort Lauderdale, Florida 33316

**ARTICLE IX**

**INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in said official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X**

**AFFILIATED TRANSACTIONS**

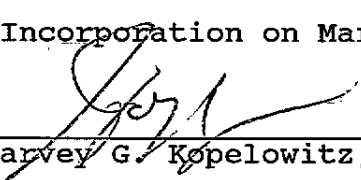
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI**

**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on March 19, 1998.

  
\_\_\_\_\_  
Harvey G. Kopelowitz, Incorporator

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me on March 19th, 1998, by Harvey G. Kopelowitz as Incorporator. He is personally known to me.

(SEAL)



PERSONALLY KNOWN BY ME  
 PRODUCED I.D.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

FILED

98 MAR 20 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P & BL GYMS, INC., a Corporation existing under the laws of the State of Florida, with its principal office and mailing address at 2960 South Gate Drive, Alexandria, Virginia 22306, has named HARVEY KOPELOWITZ, whose address is 312 S.E. 17th Street, Second Floor, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
\_\_\_\_\_  
HARVEY G. KOPELOWITZ, Resident Agent