

7/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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EFFECTIVE DATE
7-27-98

NAME: DAVID NELSON PHYSIQUE UNLIMITED, INC.

AUDIT NUMBER.....H98000014024

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Articles of Incorporation

of

David Nelson Physique Unlimited, Inc.

I/We, the undersigned incorporators of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **David Nelson Physique Unlimited, Inc.** The principal place of business and mailing address of this corporation shall be at 1814 Northeast Miami Gardens Drive, Suite 406, North Miami Beach, Florida 33179.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addressess of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136

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successors are elected and have qualified, are:

NAME

*David Nelson
Director*

ADDRESS

*1814 Northeast Miami Gardens Drive, Suite 406
North Miami Beach, Florida 33179*

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

*David Nelson
President
John Battaglia
Vice President
Steven Brown
Secretary
Alan Hirschenson
Treasurer*

*1814 Northeast Miami Gardens Drive, Suite 406
North Miami Beach, Florida 33179
1814 Northeast Miami Gardens Drive, Suite 406
North Miami Beach, Florida 33179
1814 Northeast Miami Gardens Drive, Suite 406
North Miami Beach, Florida 33179
1814 Northeast Miami Gardens Drive, Suite 406
North Miami Beach, Florida 33179*

ARTICLE IX. 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Aelion & Associates, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: AELION & ASSOCIATES, P.A., 152 Northeast 167th Street, 5th Floor, North Miami Beach, Florida 33162.

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ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 27th day of July, 1998.



DAVID NELSON, PRES. V.

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared DAVID NELSON, to me well known to be the person/persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 27th day of July, 1998.

My Commission Expires:



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TALLAHASSEE, FLORIDA


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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST – THAT DAVID NELSON PHYSIQUE UNLIMITED, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 1814 NORTHEAST MIAMI GARDENS
DRIVE, SUITE 406, NORTH MIAMI BEACH, FLORIDA 33179, AND HEREBY NAMES
AELION & ASSOCIATES, P.A., 152 NORTHEAST 167TH STREET, FIFTH FLOOR, NORTH
MIAMI BEACH, FLORIDA 33162, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.


DAVID M. AELION
AELION & ASSOCIATES, P.A.

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.


DAVID M. AELION
AELION & ASSOCIATES, P.A.
REGISTERED AGENT
DATED: July 27th, 1998

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