

P 98000075295

Lauren J. Merritt

Requestor's Name

9715 Arbor Oaks Lane # 301

Address

Boca Raton, FL 33428

City/State/Zip

Phone #

000002625260--1

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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98 AUG 26 AM 7:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. CHESSER AUG 28 1998

ARTICLES OF INCORPORATION
OF
DEFINING FITNESS, INC.

FILED
98 AUG 26 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation shall be **Defining Fitness, Inc.**

ARTICLE II

DURATION

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of a Fitness Club that offers scheduled exercise classes such as, spinning, aerobics, body sculpting, and personal training and for the purpose of transacting any and or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

the capital stock of this corporation shall consist of 1,500 shares of common stock of one dollar par value, fully paid and non-assessable.

ARTICLES OF INCORPORATION

ARTICLE V

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The initial principal office of this corporation shall be located at 9715 Arbor Oaks Lane #301 Boca Raton, Florida 3342 and the initial Registered Agent of this corporation shall be **Lauren J. Merritt, 9715 Arbor Oaks Lane #301, Boca Raton, Florida 33428.**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall initially have three (3) directors. The number of directors may be changed from time to time by the by-laws but shall never be less than one (1). the names and address of the directors are:

Harry Winston
7006 Golf Pointe Circle
Tamarac, Florida 33321

Lauren J. Merritt
9715 Arbor Oaks Lane #301
Boca Raton, Florida 33428

Burt Tucker
17 Hillside Drive
East Hanover, New Jersey 07936

ARTICLE VII

SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws and notice of the same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at, or after such meeting.

ARTICLES OF INCORPORATION

B. There shall be a President, a Vice-President, a Secretary, and a Treasurer of this corporation, and such assistance as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The Shareholders may, at any time, by majority vote at a duly-called and notice meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested.

ARTICLE VIII

OFFICERS

The officer (s) of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Harry Winston (President)
7006 Golf Pointe Circle
Tamarac, Florida 33321

Lauren J. Merritt (Vice President)
9715 Arbor Oaks Lane #301
Boca Raton, Florida 33428

Bruce Tucker (Secretary & Treasurer)
17 Hillside Drive
East Hanover, New Jersey 07936

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Lauren J. Merritt
9715 Arbor Oaks lane #301
Boca Raton, Florida 33428

ARTICLE X

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.


ARTICLE XI

COMMENCEMENT

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

ARTICLES OF INCORPORATION


IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 24 day of August, 1998.


Lauren J. Merritt

STATE OF FLORIDA }

COUNTY OF PALM BEACH }

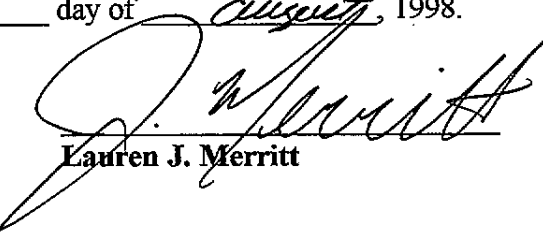
The foregoing instrument was acknowledged before me this 24 day of Aug, 1998.


JEFFREY YARISH
Notary Public, State of Florida
My Commission Exp. APRIL 2, 2002
No. CC 730178

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT my appointment as Registered Agent of the above corporation, this 24 day of August, 1998.


Lauren J. Merritt

ARTICLES OF INCORPORATION

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

First - That Defining Fitness, Inc.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the Articles of Incorporation at
City of Boca Raton County of Palm Beach, State of Florida has named
Lauren J. Merritt (Resident Agent) located at 9715 Arbor Oaks Lane #301
City of Boca Raton, Florida 33428, County of Palm Beach

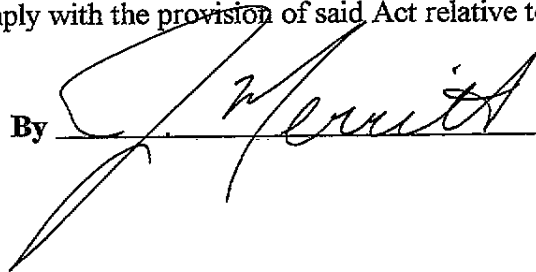
State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate. I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.

By

A handwritten signature in black ink, appearing to read 'L. Merritt', is written over a horizontal line. The signature is stylized with a large, sweeping initial 'L'.

FILED
98 AUG 26 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA