

P98000081346

TRANSMITTAL LETTER

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

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-09/17/98--01087--016
****131.25 ****131.25

SUBJECT: The Downtown Fitness Club, Inc.
(Proposed corporate name - must include suffix)

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: Pamela J. Hennis-Myers
Name (Printed or typed)

2885 Fawn Lake Blvd.
Address

Mims, FL 32754
City, State, ZIP

407/264-3246
Daytime Telephone Number

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98 SEP 17 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

OK
9-21-98
4

ARTICLES OF INCORPORATION
OF
THE DOWNTOWN FITNESS CLUB, INC.

The undersigned, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is The Downtown Fitness Club, Inc.

ARTICLE II: DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III: PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any lawful business for which corporations may be organized under the laws of the State of Florida, and to have all powers which are afforded to corporations under the laws of the State of Florida.

The corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country, and it may limit the purpose or purposes that it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or foreign country.

ARTICLE IV: SHARES

This Corporation is authorized to issue one thousand (1,000) shares of Common Stock with a par value of \$1.00. All stock shall hereinafter be referred to as Capital Stock.

No dividends shall be paid upon the Capital Stock in any medium under any of the following circumstances: 1) if the source out of which it is proposed to pay the dividend is due to or arises from unrealized depreciation or value or from a revaluation of assets; or, 2) if the Corporation is, or is thereby rendered, incapable of paying its debts as they come due in the usual course of its business.

ARTICLE V: BOARD OF DIRECTORS

The Corporation shall have six (6) Directors initially. The names and addresses of the initial Directors of this Corporation are: Huberta M. Davis and William J. Davis, P.O. Box 2045, Titusville, FL 32781; James W. Myers and Pamela J. Hennis-Myers, 2885 Fawn Lake Blvd., Mims, FL 32754; William G. Davis and Mary Aynn Davis, 2845 Fawn Lake Blvd., Mims, FL 32754.

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The Board of Directors shall, subject to the provisions herein noted, consist of not less than one (1) nor more than six (6) Directors. The number of Directors of the Corporation may be increased from time to time by an affirmative vote of holders of at least fifty-one (51%) percent of Common Stock. The vacancies created by such increase shall be filled by an affirmative vote of holders of fifty-one (51%) percent of Common Stock.

Subject to limitations imposed by the Act and these Articles of Incorporation, the Board of Directors shall direct the carrying out of the purposes and exercise of powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

The initial By-Laws shall be adopted by the Board of Directors. The By-Laws may be amended as provided for in Article VI.

ARTICLE VI: MISCELLANEOUS

The Corporation reserves the right to amend the Articles of Incorporation and its By-Laws by an affirmative vote of holders of fifty-one (51%) percent of Common Stock at a meeting, or by their written consent with or without a meeting.

The name of the initial Registered Agent of the Corporation, an individual resident in Florida whose business address is 2885 Fawn Lake Blvd., Mims, FL 32754, is Pamela J. Hennis-Myers. The Corporation mailing address is P.O. Box 2045, Titusville, FL 32781.

The subscribers to these Articles of Incorporation is: Pamela J. Hennis-Myers, 2885 Fawn Lake Blvd., Mims, FL 32754.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 15, 1998.


PAMELA J. HENNIS-MYERS

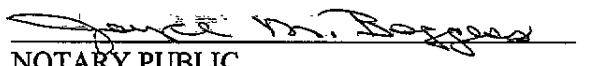
STATE OF FLORIDA)

COUNTY OF *Brevard*)

SS.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County aforesaid, personally appeared PAMELA J. HENNIS-MYERS to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of September, 1998.


NOTARY PUBLIC
My Commission Expires June 17, 1999
Notary Public State of Florida
My commission expires June 17, 1999
No. CC 455119

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is The Downtown Fitness Club, Inc.

2. The name and address of the registered agent and office is:

Pamela J. Hennis-Myers

(Name)

2885 Fawn Lake Blvd.

(Address)

Mims, Florida 32754

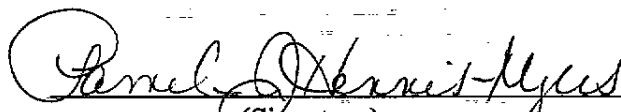
(City, State, ZIP)

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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)

9-14-98

(Date)