



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 007338 107536A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1998

ORDER TIME : 2:11 PM

ORDER NO. : 007338-005

CUSTOMER NO: 107536A

CUSTOMER: Vicki P. Wellmaker, Legal Asst
BAUER & TWOHEY, PA
BAUER & TWOHEY, PA
312 Denver Avenue

Stuart, FL 34994

DOMESTIC FILING

NAME: GYM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 11:28

REC'D
98 OCT 23
DIVISION OF CORPORATIONS
10/26/98
4:11

ARTICLES OF INCORPORATION

OF

GYM, INC.

FILED
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DIVISION OF CORPORATIONS
98 OCT 23 AM 11:28

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE - Name

The name of the corporation is GYM, INC.

ARTICLE TWO - Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE - Purpose

The purposes for which this corporation is organized are:

a.) The Corporation may engage in any activity permitted under the laws of the United States of America and the State of Florida.

b.) To acquire by purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock of other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies, or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c.) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise either alone or in conjunction with any other person, association or corporation.

d.) The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE FOUR - Capital Stock

The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares of common stock with a par value of One and No/100ths (\$1.00) Dollar per share which shall be designated as common shares. The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, the real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash, or property, at a just valuation to be taxed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE FIVE - Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX - Registered Office and Agent

The street address of the initial registered office of the corporation is 13146 157th Court N, Jupiter, Florida 33478, and the name of the initial registered agent at said address is Boyd Legate.

ARTICLE SEVEN - Directors

The initial board of directors of the corporation shall consist of three (3) directors. The name and addresses of the initial board of the directors are:

Boyd Legate	13146 157th Court N Jupiter, Florida 33478
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Susan Legate	13146 157th Court N Jupiter, Florida 33478
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John Ryan	302 Sheldon Avenue Staten Island, New York 10312
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ARTICLE EIGHT - Incorporator

The name and address of the incorporator is:

Boyd Legate	13146 157th Court N Jupiter, Florida 33478
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ARTICLE NINE - Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors are expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors are expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE TEN - Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE ELEVEN - Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

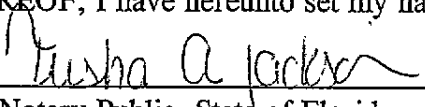
IN WITNESS WHEREOF, I have subscribed my name this 20 ^{October} ~~September~~, 1998


BOYD LEGATE

STATE OF FLORIDA
COUNTY MARTIN

BEFORE ME, the undersigned authority personally appeared Boyd Legate, who is personally known to me, did not take an oath and who is known to me to be the person who subscribed the foregoing Articles of Incorporation and acknowledged that he subscribed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20 ^{October} ~~September~~, 1998.


Notary Public, State of Florida

My Commission Expires: 1/29/02



Trisha A. Jackson
MY COMMISSION # CC712039 EXPIRES
January 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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

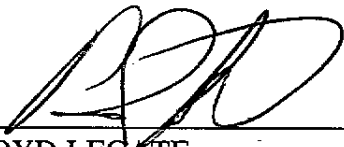
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In compliance with Section 48.091 and Chapter 607, Florida Statutes, the following is submitted:

First, that GYM, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 10146 W Indiantown Road, Jupiter, Florida 33478, has named Boyd Legate, 13146 157th Court N, Jupiter, Florida 33478, as its agent to accept service of process within Florida.

ACCEPTANCE:

Having been named to accept service of 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.



BOYD LEGATE