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ANTHONY, BERRY & DIRITO

ATTORNEYS AT LAW

MALCOLM ANTHONY, P.A.  
MICHAEL L. BERRY, JR., P.A.  
VINCENT J. DIRITO, P.A.

October 23, 1998

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

100002683761--6  
-11/10/98-01005-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Body & Soul of Ponte Vedra, Inc.

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is the incorporator's check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation to:

Body & Soul of Ponte Vedra, Inc.  
c/o Michael L. Berry, Jr., Esq.  
Anthony, Berry & DiRito  
Four Sawgrass Village, Suite 205  
Ponte Vedra Beach, FL 320282

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DIRITO

Michael L. Berry, Jr.

MLBJr/ll  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 10 AM 10:34

**ARTICLES OF INCORPORATION  
OF  
Body & Soul of Ponte Vedra, Inc.**

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SECRETARY OF CORPORATIONS  
98 NOV 10 AM 10:34

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Body & Soul of Ponte Vedra, Inc.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence, commencing upon October 21, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

**ARTICLE III**

**General Purpose of Corporation**

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE IV**

**Principal Office**

The principal office and mailing address of the corporation will be located at 609 Miramar Court, Ponte Vedra Beach, Ponte Vedra Beach, FL 32082.

## **ARTICLE V**

### **Capital Stock**

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having no par value.

## **ARTICLE VI**

### **Preemptive Rights**

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

## **ARTICLE VII**

### **Indemnification**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

## **ARTICLE VIII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

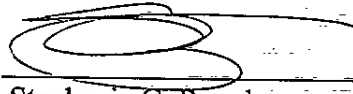
**ARTICLE IX**

**Incorporator**

The name and address of the incorporator of this corporation is:

Stephanie G. Royal  
609 Miramar Court  
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the incorporator has executed these Articles on October 21, 1998.

A handwritten signature in black ink, appearing to read 'Stephanie G. Royal', is written over a horizontal line.

Stephanie G. Royal

**Body & Soul of Ponte Vedra, Inc.**

**APPOINTMENT OF STATUTORY AGENT**

The undersigned, Body & Soul of Ponte Vedra, Inc., a Florida corporation, with its principal office in Ponte Vedra Beach, St. Johns County County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, FL 32082.

Dated: October 21, 1998.

Body & Soul of Ponte Vedra, Inc.

By: \_\_\_\_\_

Stephanie G. Royal

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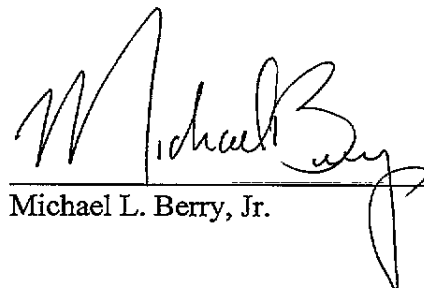
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ACCEPTANCE OF APPOINTMENT**

TO: Body & Soul of Ponte Vedra, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

October 21, 1998.

  
\_\_\_\_\_  
Michael L. Berry, Jr.