

P99000011855



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 123762 7124913

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 78.75

ORDER DATE : February 4, 1999

ORDER TIME : 11:19 AM

700002764747--1

ORDER NO. : 123762-005

CUSTOMER NO: 7124913

CUSTOMER: Wendy H. Girardin, Esq  
WENDY H. GIRARDIN, ESQ  
WENDY H. GIRARDIN, ESQ  
Suite F  
4820 Bayshore Drive  
Naples, FL 34112

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -4 PM 6:01

DOMESTIC FILING

NAME: ~~THE GYM OF NAPLES, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

2544  
W99-2933

RECEIVED  
99 FEB -4 PM 12:10  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 4, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE GYM OF NAPLES, INC.  
Ref. Number: W99000002933

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for THE GYM OF NAPLES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 399A00005091

99 FEB -5 PM 12:56  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
FIRST CLASS FITNESS OF NAPLES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB -4 PM 6:01

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

1. NAME: The name of the corporation is FIRST CLASS FITNESS OF NAPLES, INC.
2. PRINCIPAL OFFICE; MAILING ADDRESS: The principal office and mailing address of the corporation is 2151 Trade Center Way, Naples, Florida 34109.
3. PURPOSES: The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, except as is inconsistent with the express provisions of these Articles.
4. SHARES: The corporation is authorized to issue one thousand (1,000) shares of common stock, all of one class, at ten dollars (\$10.00) par value.
5. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise these preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
6. REGISTERED OFFICE AND AGENT: The street address of the registered office shall be 2151 Trade Center Way, Naples, Florida, 34109, and the name of the registered agent at such address shall be John Pierce.
7. TERM OF EXISTENCE: This corporation is to exist perpetually.
8. EFFECTIVE DATE: This corporation shall have an effective date of February 4, 1999.
9. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation is Wendy H. Girardin, Esquire, 4820 Bayshore Drive, Suite F, Naples, Florida, 34112.

10. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Directors, and any right conferred upon the shareholders is subject to this reservation.

11. BOARD OF DIRECTORS: All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in the Articles of Incorporation. This corporation shall have one (1) director, initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by therein.

The name and address of the initial Director of this corporation are:

John Pierce                      2151 Trade Center Way  
Naples, Florida 34109

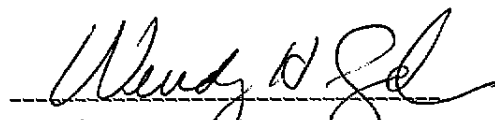
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FIRST CLASS FITNESS OF NAPLES, INC. desiring to organize as a corporation under the laws of the state of Florida, has designated 2151 Trade Center Way, Naples, Florida, 34109 as initial Registered Office, and has named John Pierce, located at said address, as its initial Registered Agent. Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, and 607.0501 relative to keeping open said office.

  
John Pierce, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of February, 1999.

  
Wendy H. Girardin, Esquire  
Incorporator