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CAROL S. WAXLER, Esquire
Post Office Box 111
Stuart, Florida 34995-0111

February 22, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/23/99--01060--003

*****78.75 *****78.75

VIA FEDERAL EXPRESS

Re: Joy of Movement, Inc. - Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Joy of Movement, Inc. Please file the enclosed articles and return a certified copy to this office after filing. I have enclosed a check in the amount of \$78.75, representing the costs of filing and a certificate.

If you have any questions or need anything further regarding this matter, please do not hesitate to contact me. Thank you.

Sincerely,

Pam Phelps

Pam Phelps, Assistant to
Carol S. Waxler

FILED
99 FEB 23 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/pp
enclosures

cc: Celeste C. Pasca, President
Joy of Movement, Inc.

m 2/25/99

ARTICLES OF INCORPORATION

-OF-

JOY OF MOVEMENT, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be JOY OF MOVEMENT, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the Laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

ARTICLE V

The existence of this corporation shall be perpetual. Commencement of corporate existence shall be upon the filing of the Articles of Incorporation.

ARTICLE VI

The principal office of this corporation shall be located at 9748 Parkview Avenue, Boca Raton, Florida 33428.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

Celeste C. Pasca
9748 Parkview Avenue
Boca Raton, Florida 33428

ARTICLE VIII

The registered agent and registered office for this corporation are:

Celeste C. Pasca
9748 Parkview Avenue
Boca Raton, Florida 33428

ARTICLE IX

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is:

Celeste C. Pasca
9748 Parkview Avenue
Boca Raton, Florida 33428

ARTICLE XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Celeste C. Pasca President/Secretary/Treasurer

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

DATED this 9th day of February, 1999.

Celeste C. Pasca
CELESTE C. PASCA

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Celeste C. Pasca
CELESTE C. PASCA

99 FEB 23 AM 10:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Broward

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged before me by CELESTE C. PASCA, who is personally known to me or who produced _____ as identification, and who executed these Articles of Incorporation, and she acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at St. Landeisdale, Broward County, Florida, this 9th day of February, 1999.

(Notary Seal)

Paula N. Glenn
Print Name: PAULA N. GLENN
NOTARY PUBLIC
My Commission Expires: _____

