

P99000041639

GRATEFUL FITNESS, INC.
1420 State Street
Sarasota, FL 34236

April 26, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 34214

700002860977--7
-05/03/99--01136--008
*****70.00 *****70.00

Gentlemen:

Enclosed are the Articles of Incorporation For Grateful Fitness, Inc., and the filing fee of \$70.00.

If additional information is required, please contact me.

Sincerely,



Timothy Stearns

myd
enc.

FILED
99 MAY -3 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

MAY 7 - 1999

ARTICLES OF INCORPORATION
OF
GRATEFUL FITNESS, INC.

FILED
99 MAY -3 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

ARTICLE I

1. NAME. The name of the corporation is GRATEFUL FITNESS, INC.

ARTICLE II

2. TERM. The corporation shall exist perpetually.

ARTICLE III

3. PURPOSE. The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes. The corporation will initially be located at 1420 State Street, Sarasota, FL 34236.

ARTICLE IV

4. CAPITAL STOCKS. This corporation is authorized to issue 1000 shares of common stock of a par value of \$1.00 a share.

ARTICLE V

5. REGISTERED AGENT. The initial registered agent for the corporation is John Mercurio, and the initial registered office is located at 713 South Orange Avenue, Sarasota, FL 34236.

ARTICLE VI

6. DIRECTORS. This corporation shall have one director initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

7. INITIAL DIRECTOR. The name and street address of the only member of the first board of directors is:

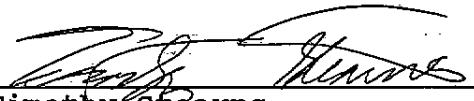
Timothy Stearns	101 S. Gulfstream Avenue, Apt. 63 Sarasota, Florida
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He shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

8. INCORPORATOR. The name and street address of the incorporator is Timothy Stearns, 101 South Gulfstream Avenue, Sarasota, FL 34236.

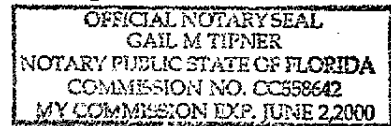
I HAVE SUBSCRIBED my name to these Articles of Incorporation for the purpose expressed herein, this 26th day of April, 1999.


Timothy Stearns

STATE OF FLORIDA
COUNTY OF SARASOTA

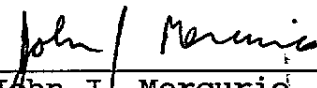
The foregoing instrument was acknowledged before me on April 26, 1999 by Gail Tipner.


Notary Public
My commission expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, I hereby agree to act in this capacity, and I agree to comply with Florida law.


John J. Mercurio

FILED
99 MAY -3 AM 11:26
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA