

P99000057052

Dorman L. Barron

119 East Sonata Circle
Panama City Bch., FL 32413

June 18, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TOTAL FITNESS SYSTEMS, INC.

Dear Sirs:

200002911592--8
-06/22/99-01013--006
*****70.00 *****70.00

Please find enclosed the following:

- Original and one copy of documents for the referenced corporation;
 - Articles of Incorporation.
 - Certificate of Designation for the Registered Agent/Office.
- Check in the amount of \$70.00 covering the filing fees.

If you have any questions, please advise.

Sincerely,

Dorman L. Barron
Dorman L. Barron

FILED
99 JUN 22 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CD
6-22-99
3

ARTICLES OF INCORPORATION
OF
TOTAL FITNESS SYSTEMS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

TOTAL FITNESS SYSTEMS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

119 East Sonata Circle
Panama City Bch., FL 32413

ARTICLE III CAPITAL STOCK

The number of shares of capital stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Dorman L. Barron
119 East Sonata Circle
Panama City Bch., FL 32413

ARTICLE V INCORPORATORS

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

Dorman L. Barron
119 East Sonata Circle
Panama City Bch., FL 32413

The undersigned has executed these Articles of Incorporation.

Dorman L. Barron 6-18-99
Dorman L. Barron, Incorporator Date

FILED
99 JUN 22 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

TOTAL FITNESS SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Dorman L. Barron
119 East Sonata Circle
Panama City Bch., FL 32413

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Dorman L. Barron

DATE: 6-19-99