

P99000058569

JOAN REID  
3801 NW 165th ST.  
MIAMI, FL 33054

100002896721--3  
-06/07/99--01118--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
99 JUN 28 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

T BROWN JUN 29 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 10, 1999

JOAN REID  
3801 NW 165TH STREET  
MIAMI, FL 33054

SUBJECT: J & R SPORTS CLUB, INCORPORATED  
Ref. Number: W99000013504

We have received your document for J & R SPORTS CLUB, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered office must be listed in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 499A00031315

CERTIFICATE OF INCORPORATION  
FOR

J & R SPORTS CLUB, INCORPORATED

FILED  
99 JUN 28 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE 1

The name of this corporation shall be J & R SPORTS CLUB, INCORPORATED. and its principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business with or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE 11

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

ARTICLE 111

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE 1V

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be 16355 NW 27th AVE. MIAMI, FLORIDA 33054

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE VIII

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

JOAN REID - PRESIDENT 3801 NW 165th STREET. MIAMI, FL 33054

ROHAN BERNARD - V-PRESIDENT 3801 NW 165th STREET. MIAMI, FL 33054

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for its indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

~~~~~

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

| NAME          | NUMBER OF SHARES |
|---------------|------------------|
| JOAN REID     | 50%              |
| ROHAN BERNARD | 50%              |

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

#### ARTICLE X11

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

#### ARTICLE X111

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If aquorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

#### ARTICLE X1V

##### RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### ARTICLE XV

##### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS  
~~~~~

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XVII

POWERS  
~~~~~

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE  
~~~~~

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS  
~~~~~

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION  
~~~~~

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT  
~~~~~

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation

ARTICLE XX11

NOTICE  
~~~~~

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

16355 NW 27th AVE  
MIAMI, FL 33054

ARTICLE XX111

The name and address to the subscriber to these Articles is:

JOAN REID  
3801 NW 165th STREET  
MIAMI, FL 33054

ARTICLE XX1V

The Registered Agent of this corporation is JOAN REID. Her address is 3801 NW 165th St. Miami, FL 33054, and the above named subscriber and Registered Agent hereunto set my hand and seal this 21st day of JUNE, 1999. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

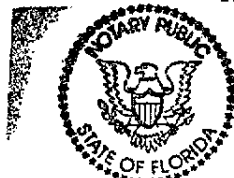
STATE OF FLORIDA ) \*  
                              S.S  
COUNTY OF DADE    )

BEFORE ME personally appeared Joan Reid JOAN REID to me well known and known by me to be the same person who executed the above and foregoing instrument and acknowledged that he signed, sealed, and delivered the same as his free act and deed as set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 21st DAY OF JUNE 1999

DM Ann  
NOTARY PUBLIC OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:



OFFICIAL NOTARY SEAL  
D V MAREH  
COMMISSION NO. CC558830  
MY COMMISSION EXP JUNE 21, 2000