

P99000073549

Requestor's Name

Pedro D Hernandez.

9088 Fontainebleau Blvd # 701

Miami FL 33172.

Use Only

);

1. \_\_\_\_\_ (Corporation Name) (Document #)
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. CHESSEA AUG 18 1999

Examiner's Initials

# ARTICLES OF INCORPORATION

OF

## TAI-KIO-KEN AEROBICS, INC.

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of FLORIDA, adopt the following articles of incorporation:

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### ARTICLE 1 - NAME

The name of the corporation is: *TAI-KIO-KEN AEROBICS INC.*, (hereinafter "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9688 Fontainebleau Blvd. # 701, Miami, Miami-Dade Florida 33172 and the mailing address is 9688 Fontainebleau Blvd. # 701, Miami, Miami-Dade, Florida 33172

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Pedro D Hernandez whose address shall be the same as the principal office of the Corporation.

### ARTICLE 5 - OFFICER

The officers of the Corporation shall be:

President:	Pedro D Hernandez
Treasurer:	Pedro D Hernandez

whose addresses shall be the same as the principal office of the Corporation.

### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Pedro D Hernandez

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of the shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertibles securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time to shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of Incorporation.

#### **ARTICLE 10 - TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not

be bound to recognize any equitable or other claim to, or interest in, such share or right on the part for all of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12 - REGISTERED OFFICE AND REGISTERES AGENT**

The initial address of registered office of this Corporation is Pedro D Hernandez, located at 9688 Fontainebleau Blvd, # 701, Miami, Miami-Dade, Florida 33172. The name and address of the registered agent of this Corporation Pedro D Hernandez, 9688 Fontainebleau Blvd., # 701, Miami, Miami-Dade, Florida 33172.

**ARTICLE 13 - BY LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

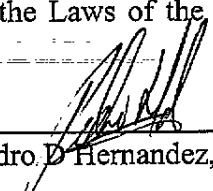
**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this 9<sup>th</sup> day of August 1999.

  
\_\_\_\_\_  
Pedro D Hernandez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned have been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
Pedro D Hernandez, Registered Agent

**WAIVER OF NOTICE OF THE FIRST MEETING OF  
INCORPORATORS AND DIRECTORS  
OF *TAI-KIO-KEN* AEROBICS, INC.**

We do hereby constitute the Incorporators and Directors of the above captioned Corporation and do hereby waive notice of the organization meeting of Directors and Incorporators of the said Corporation.

Furthermore, we hereby agree that said meeting shall be held at 11:30 a.m. on August 9, 1999, at the following location: 9688 Fontainebleau Blvd, # 701, Miami, Miami-Dade, Florida 33172.

We do hereby affix our names to show our waiver of notice of said meeting.

Dated: August 9, 1999

  
\_\_\_\_\_  
Pedro D. Hernandez, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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