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LAW OFFICES OF
SEEMANN & SCHUTT, P.A.

FILED

Attorneys and Counselors at Law
1105 Cape Coral Parkway East
Cape Coral, Florida 33904
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99 OCT 28 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

October 14, 1999

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-10/18/99-01088-005
*****78.75 *****78.75

Secretary of State
Division of Corporations
Records Section
P.O. Box 6327
Tallahassee, Florida 32314

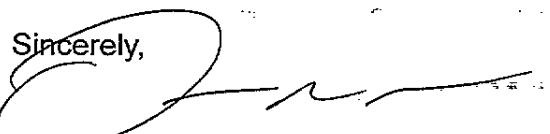
RE: ***FIT & FUN, INC.***
Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for FIT & FUN, INC., with our firm's check for \$78.75. If everything is in order, please file the enclosed and return a certified copy of the filed articles to our office.

If you have any questions, please do not hesitate to call.

Sincerely,


Darrin R. Schutt, Esq.

Enclosures

WPA-24274
P-A 10/28/99 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 21, 1999

DARRIN R. SCHUTT, ESQ.
1105 CAPE CORAL PARKWAY E
CAPE CORAL, FL 33904

SUBJECT: FIT & FUN, INC.
Ref. Number: W99000024274

We have received your document for FIT & FUN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00050722

ARTICLES OF INCORPORATION
OF
FIT & FUN, INC.

FILED

99 OCT 28 AM 11: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Darrin R. Schutt, Esq., files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I. NAME:

The name of this Corporation shall be: FIT & FUN, INC.

II. BUSINESS:

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of ONE HUNDRED (100) shares of common stock, at TEN DOLLARS (\$10.00) par value per share.

IV. EXISTENCE

The corporation shall have perpetual existence.

V. PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is: 1113 Estero Boulevard, Unit 5, Fort Myers Beach, FL 33931; the registered agent for the Corporation is Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

VI. DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial director is:

Brigitte Wuerzer
Unit 5
1113 Estero Boulevard
Fort Myers Beach, Florida 33931

VII. INCORPORATOR:

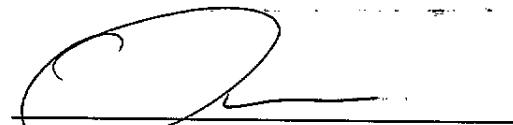
The name and address of the initial incorporator of the Corporation is Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, FL 33904.

VIII. GENERAL PROVISIONS:

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be in-

volved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Cape Coral, Florida, this 25th day of October, 1999.

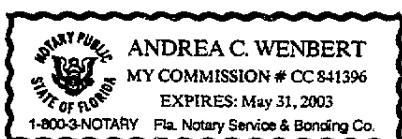


DARRIN R. SCHUTT
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

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I HEREBY CERTIFY that on this 25th day of October, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared Darrin R. Schutt, who is personally known to me and who executed the foregoing instrument, and acknowledged before me that he executed the same.



Andrea C. Wenbert
Notary Public, State of Florida
My Commission Expires

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99 OCT 28 AM 11: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.



Darrin R. Schutt, Esq.