

STATE OF ALABAMA     )  
SHELBY COUNTY        )

Inst # 1997-07698

**ARTICLES OF INCORPORATION  
OF  
PERSONAL BEST FITNESS & NUTRITION, INC.**

I **Stephen W. Bottoms**, the undersigned natural person of the age of 21 years or more, acting as the incorporator of a corporation organized under the Laws of the State of Alabama, adopt the following Certificate of Incorporation of such corporation:

FIRST:       The name of the corporation is Personal Best Fitness & Nutrition, Inc.

SECOND:      The principal and registered office or place of business of the corporation is to be located at 230 Bearden Road, Pelham, Alabama 35124.

The registered agent of said corporation is **Stephen W. Bottoms**.  
at said above address.

THIRD:       The term of existence may be perpetual.

FOURTH:      The purpose or purposes for which the corporation is organized is as follows:

A.    The corporation intends to engage in what is generally referred to weight control and management. This weight control and management will include the training of clients, and some retail sells. Said corporation will be authorized to do any and all other work related to fitness training and retail sells..

B.    To engage in any business which a natural person can do including but not limited to contracts, sponsorship and management of persons in sports or athletics.

C.    To manufacture, purchase, or otherwise acquire, own, pledge, sell,

03/12/1997-07698  
09:35 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MEL 90.00

assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares, and merchandise of every class and description, whether or not the same specifically pertains to the classes of business above specified.

D. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

E. To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

F. To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

G. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

H. To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip, or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

I. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance

therefore.

J. To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

K. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers herein contained is to be construed as authorizing this corporation to carry on the business of construction in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of One Dollar (\$1.00) per share.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and addresses of that person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify are:

NAME

ADDRESS

Stephen W. Bottoms

1000 shares

405 Maiden Lane Birmingham, AL 35226

SEVENTH: Officers of the Corporation until the next annual meeting and election are:

1. President - **Stephen W. Bottoms**
2. Secretary/Treasurer - **Stephen W. Bottoms**

EIGHTH: This corporation elects to become a Subchapter S corporation subject to accountant's advise.

Dated this the 4 day of March, 1997.

  
**Stephen W. Bottoms, President**

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Personal Best Fitness & Nutrition, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Medaris, 230 Bearden Rd, Pelham, AL 35124 for a period of one hundred twenty days beginning February 20, 1997 and expiring June 21, 1997.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 20, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

Inst # 1997-07698

03/12/1997-07698  
09:35 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MEL 90.00