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LAW OFFICES OF  
GOULD, COOKSEY, FENNELL,  
O'NEILL & MARINE, P. A.

JOHN R. GOULD (1921-1988)  
BYRON T. COOKSEY  
DARRELL FENNELL  
EUGENE J. O'NEILL\*

979 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963  
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CHRISTOPHER H. MARINE  
DAVID M. CARTER  
TODD W. FENNELL  
J. ERIC TAYLOR  
SUSAN L. CHENAULT

\*FLA. BOARD CERTIFIED  
CIVIL TRIAL LAWYER

February 6, 1998

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100002425161--2  
-02/09/98--01074--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Protrainer, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Protrainer, Inc., together with this firm's check in the amount of \$122.50, payable to Secretary of State, representing the following:

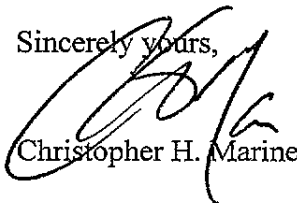
\$35.00	Filing Fee
52.50	Certified Copy
35.00	Registered Agent Designation
<hr/>	
\$122.50	TOTAL ENCLOSED

FILED  
98 FEB -9 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the Articles and return one (1) certified copy of the Articles of Incorporation after filing.

Thank you for your attention to the above.

Sincerely yours,

  
Christopher H. Marine

CHM/ckw  
enclosures  
cc: Mr. David S. Darcangelo

Christopher Marine GAVE  
AUTHORIZATION BY PHONE TO  
Make aware of Protrainer, Inc.  
CORRECT he want protrainer anyway  
DATE 2-11-98  
DOC. EXAM. CB

CB  
2-11-98  
David S. Darcangelo

ARTICLES OF INCORPORATION  
OF  
PROTRAINER, INC.

FILED  
98 FEB -9 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be **PROTRAINER, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be the sale, marketing and distribution of health and fitness products, supplies and equipment, and all activities or endeavors associated therewith or incident thereto; to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give, guarantee or become surety for any persons, to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual

or individuals; to hold, vote and exercise all of the rights of holders and owners of stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as such agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 1000 shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

### ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

### ARTICLE V

The street address of the initial registered office of the corporation is 1060 6th Avenue, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is David S. Darcangelo.

### ARTICLE VI



If the bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

#### **ARTICLE XII**

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

#### **ARTICLE XIII**

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

#### **ARTICLE XIV**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitations or restraint upon the transferability, alienation or assignment of

stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

**ARTICLE XV**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set my hand and seal at Vero Beach, Indian River County, Florida, this 5th day of

February, 1998

  
\_\_\_\_\_(SEAL)  
DAVID S. DARCANGELO

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 5th day of February, 1998 personally appeared before me, **DAVID S. DARCANGELO**, party of the foregoing Certificate of Articles of Incorporation and known to me personally as such, and acknowledged the said Certificate to be his act and deed and that the facts therein stated are truly set forth for the purposes of being a corporation under the laws of the State of Florida and who did take an oath.

*Paula S. Vance*

Notary Public

Printed Name: PAULA S. VANCE

Commission No.: \_\_\_\_\_

My Commission Expires:  
(Notary Seal)



PAULA S. VANCE  
My Comm Exp. 8/20/99  
Bonded By Service Inc  
No. CC486952  
 Personally Known     Other I.D.

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*David S. Darcangelo*  
\_\_\_\_\_  
DAVID S. DARCANGELO

**FILED**  
98 FEB -9 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA