

Division of Corporations

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DIVISION OF CORPORATION

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Karen Savignac, CLA
Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Aquatic Trends, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AQUATIC TRENDS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 41-2061912

(FBI number, if applicable)

4. August 7, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)

7. c/o Edwards & Angell, LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401

(Current mailing address)

8. Production, Marketing and Distribution of Fitness Equipment

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

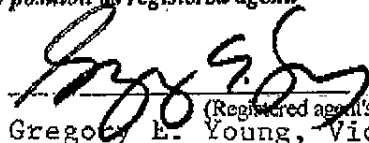
Name:

Angell Corporate Services, Inc.#P93000078627

Office Address:

One North Clematis Street, Suite 400West Palm Beach, FL 33401**10. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Gregory E. Young, Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Alan Ferguson
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

Director: Michael Velinsky
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

Director: Milton Velinsky
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

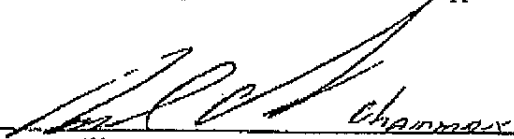
President: Alan Ferguson
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

Vice President: Michael Velinsky
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

Treasurer: Michael Velinsky
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

Secretary: Alan Ferguson
Address: c/o Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL VELINSKY, chairman
(Typed or printed name and capacity of person signing application)

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Delaware

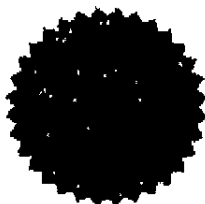
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUATIC TRENDS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AQUATIC TRENDS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2015484

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DATE: 10-02-02

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