



THE UNITED STATES
CORPORATION
COMPANY

F990000006007

ACCOUNT NO. : 072100000032

REFERENCE : 407151 5042990

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : October 11, 1999

ORDER TIME : 10:44 AM

800003016008--1

ORDER NO. : 407151-020

CUSTOMER NO: 5042990

CUSTOMER: Ms. Mina Briggs
Icon Health & Fitness, Inc.
1500 South, 1000 West

Logan, UT 84321

F99-6007
W99-23890

FOREIGN FILINGS

NAME: ICON HEALTH & FITNESS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

99 OCT 15 PM 1:29 OCT 15 AM 10:22

RECEIVED FILED

W 11/19

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

*returned
per
Tamara's
request*

October 18, 1999

CSC
ATTN: TAMARA ODOM

SUBJECT: ICON HEALTH & FITNESS, INC.
Ref. Number: W99000023890

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The "attached officers/directors rider" was not attached.

Please return 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 099A00050047

99 OCT 15 AM 10:22
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 18, 1999

CSC
ATTN: TAMARA ODOM

SUBJECT: ICON HEALTH & FITNESS, INC.
Ref. Number: W99000023890

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence. ✓

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Lee Rivers
Document Specialist

Letter Number: 099A00050047

File 1st

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99 OCT 15 AM 10:22

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99 NOV 18 PM 2:25

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Icon Health & Fitness, 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. DE 3. 81-0531206
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/2/1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1500 S. 1000 W. Logan UT 84321 Attn: Tax Dept
P.O. Box 465 Logan UT 84323-0465
(Current mailing address)
8. For Retail Sales 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: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida, 32301
(Zip code)

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TALLAHASSEE FLORIDA

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.

Corporation Service Company

By: Mary Jo Kenny

(Registered agent's signature)

Mary Jo Kenny
Assistant 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.

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)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

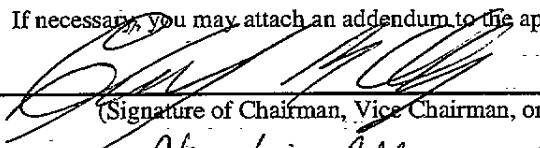
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Charlie Alley - Secretary
(Typed or printed name and capacity of person signing application)

FILED
99 OCT 15 AM 10:22
SECURITY
TALLAHASSEE
FLORIDA

ICON HEALTH & FITNESS, INC. - OFFICERS AND DIRECTORS

GARY STEVENSON, PRESIDENT
1500 SOUTH 1000 WEST
LOGAN, UT 84321

BRAD H. BEARNSON, SECRETARY
1500 SOUTH 1000 WEST
LOGAN, UT 84321

LYNN BRENCHLEY, VICE PRESIDENT AND DIRECTOR
1500 SOUTH 1000 WEST
LOGAN, UT 84321

FRED BECK, CFO AND DIRECTOR
1500 SOUTH 1000 WEST
LOGAN, UT 84321

SCOTT WATTERSON, CEO & DIRECTOR
1500 SOUTH 1000 WEST
LOGAN, UT 84321

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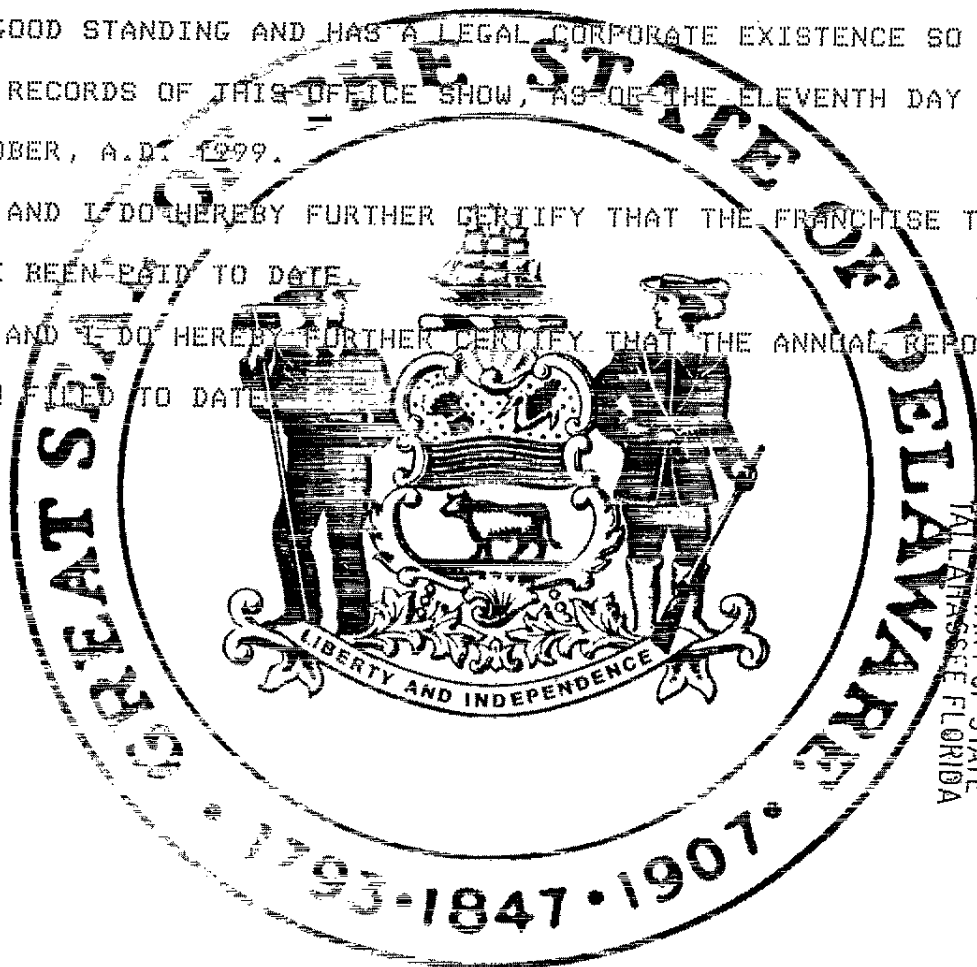
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICON HEALTH & FITNESS, 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 ELEVENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED

99 OCT 15 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2423252 8300

991428437

AUTHENTICATION: 0018764

DATE: 10-11-99