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Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

~~Fitness Technologies, Inc.~~

Fitness Technologies of Winter Park, Inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 2000

GRAHAM, CLARK

SUBJECT: FITNESS TECHNOLOGIES, INC.  
REF: W00000020266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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## ARTICLES OF INCORPORATION

of

### FITNESS TECHNOLOGIES OF WINTER PARK, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

#### ARTICLE I NAME

The name of this Corporation is FITNESS TECHNOLOGIES OF WINTER PARK, INC.

#### ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this Corporation is 953 Pennsylvania Avenue, Winter Park, Florida 32789.

#### ARTICLE III EXISTENCE; DURATION

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

#### ARTICLE IV GENERAL PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

#### ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Howard S. Marks.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Howard S. Marks

369 North New York Avenue, Third Floor  
Winter Park, Florida 32789

**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE IX**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

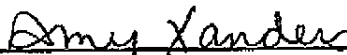
IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 25<sup>th</sup> day of August, 2000.

  
Howard S. Marks  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 2000, by Howard S. Marks, who is personally known to me.



  
NOTARY PUBLIC  
Print Name: Amy Xanders  
My Commission Expires:

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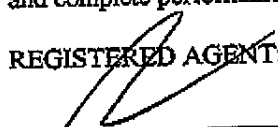
GRAHAM, CLARK

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for FITNESS TECHNOLOGIES OF WINTER PARK, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
Howard S. Marks

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