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TRANSMITTAL LETTER

FILED
00 NOV -6 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: FITNESS EQUIPMENT HEADQUARTERS, INC.
(PROPOSED CORPORATE NAME- MUST INCLUDE SUFFIX)

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION
AND A CHECK FOR:

ADDITIONAL COPY REQUIRED			
\$70.00	\$78.75	\$122.50	\$131.25
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FILING FEES	FILING FEES & CERTIFICATE	FILING FEES & CERTIFIED COPY	FILING FEES & CERTIFIED COPY & CERTIFICATE

FROM ROBERT D. DOWLING
NAME(PRINTED OR TYPED)
5 CARLSON COURT
ADDRESS
PALM COAST, FL 32137
CITY, STATE & ZIP
904-447-6727
DAYTIME TELEPHONE NUMBER

900003452539--5
-11/06/00--01041--008
****131.25 *****87.50

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

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ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

FITNESS EQUIPMENT HEADQUARTERS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

5 CARLSON COURT
PALM COAST, FL 32137

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100 SHARES AUTHORIZED

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

BENJAMIN SAVY
2825 NORTH OCEANSHORE BOULEVARD
BEVERLY BEACH, FL
MAILING ADDRESS: POST OFFICE BOX 34
FLAGLER BEACH, FL 32136

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

ROBERT D. DOWLING
5 CARLSON COURT
PALM COAST, FL 32137

ARTICLE VI: PURPOSES OF THE CORPORATION

PURPOSE: TO MANUFACTURE, PRODUCE, PURCHASE OR OTHERWISE ACQUIRE, SELL, IMPORT, EXPORT, DISTRIBUTE AND DEAL IN GOODS, WARES, SERVICES, MERCHANDISE AND MATERIALS OF ANY KIND AND DESCRIPTION. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ANY RELATED OR OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES WHICH MAY BECOME NECESSARY, PROFITABLE OR DESIRABLE FOR THE FURTHERANCE OF THE CORPORATE OBJECTIVES EXPRESSED ABOVE.

ARTICLE VII: BOARD OF DIRECTORS

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FIXED BY THE BOARD OF DIRECTORS, BUT IN NO EVENT SHALL BE LESS THAN ONE. MEMBERS OF THE BOARD OF DIRECTORS MAY OR MAY NOT BE SHAREHOLDERS, OFFICERS OR EMPLOYEES OF THE CORPORATION.

ARTICLE VIII: OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE PRESIDENTS, A SECRETARY AND A TREASURER, EACH OF WHOM SHALL BE ELECTED BY THE BOARD OF DIRECTORS. SUCH OTHER OFFICERS AND ASSISTANT OFFICERS AS MAY BE DEEMED NECESSARY MAY BE ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS, INCLUDING A CHAIRMAN OF THE BOARD. IN ITS DISCRETION, THE BOARD OF DIRECTORS MAY LEAVE UNFILLED FOR ANY SUCH PERIOD AS IT MAY DETERMINE ANY OFFICE EXCEPT THOSE OF PRESIDENT AND SECRETARY. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON.

ARTICLE IX: INDEMNITY

THE CORPORATION SHALL INDEMNIFY ITS DIRECTORS, OFFICERS AND EMPLOYEES AS FOLLOWS:

(A) EVERY DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM/HER IN CONNECTION WITH ANY PROCEEDING TO WHICH HE/SHE MAY BE MADE A PARTY, OR IN WHICH HE/SHE MAY BECOME INVOLVED, BY REASON OF BEING OR HAVING BEEN A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR ENTERPRISE, OR ANY SETTLEMENT THEREOF, WHETHER OR NOT HE/SHE IS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT AT THE TIME SUCH EXPENSES ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR, OFFICER OR EMPLOYEE IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE OR MALFEASANCE IN THE PERFORMANCE OF HIS/HER DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING FOR THE BEST INTERESTS OF THE CORPORATION.

(B) THE CORPORATION SHALL PROVIDE TO ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AS THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR ENTERPRISE, THE INDEMNITY AGAINST EXPENSES OF SUIT, LITIGATION OR OTHER PROCEEDINGS WHICH IS SPECIFICALLY PERMISSIBLE UNDER APPLICABLE LAW.

(C) THE BOARD OF DIRECTORS MAY, IN ITS DISCRETION, DIRECT THE PURCHASE OF LIABILITY INSURANCE BY WAY OF IMPLEMENTING THE PROVISIONS OF THIS ARTICLE.

ARTICLE X:
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. THE BOARD OF DIRECTORS MAY AUTHORIZE ANY OFFICER OR OFFICERS, AGENT OR AGENTS, TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

SECTION 2. LOANS. NO LOANS SHALL BE CONTRACTED ON BEHALF OF THE CORPORATION AND NO EVIDENCES OF INDEBTEDNESS SHALL BE ISSUED IN ITS NAME UNLESS AUTHORIZED BY A RESOLUTION OF THE BOARD OF DIRECTORS. SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

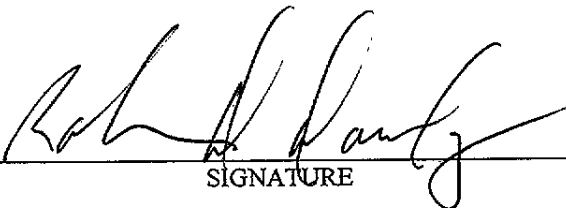
SECTION 3. CHECKS, DRAFTS, ETC. ALL CHECKS, DRAFTS OR OTHER ORDERS FOR THE PAYMENT OF MONEY, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION, SHALL BE SIGNED BY SUCH OFFICER OR OFFICERS, AGENT OR AGENTS OF THE CORPORATION AND IN SUCH MANNER AS SHALL FROM TIME TO TIME BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 4. DEPOSITS. ALL FUNDS OF THE CORPORATION NOT OTHERWISE EMPLOYED SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT.

ARTICLE XI: EFFECTIVE DATE

THE EFFECTIVE DATE OF THIS CORPORATION SHALL BE NOVEMBER 3, 2000.

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 3RD DAY OF NOVEMBER, 2000.



SIGNATURE

SIGNATURE

SIGNATURE

NOTARIZATION IS NOT REQUIRED

NOTE: AFFIXING AN OFFICER TITLE AFTER A SIGNATURE OF AN INCORPORATOR
DOES NOT CONSTITUTE THE DESIGNATION OF OFFICERS.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT /REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

FITNESS EQUIPMENT HEADQUARTERS, INC.
5 CARLSON COURT
PALM COAST, FL 32137

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

BENJAMIN SAVY
(NAME)

2825 NORTH OCEANSHORE BOULEVARD
(P. O. BOX OR MAIL DROP BOX NOT ACCEPTABLE)

BEVERLY BEACH, FL 32136
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.


(SIGNATURE)

3RD DAY OF NOVEMBER 2000.
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327 TALLAHASSEE, FL 32314