

PO1000097914

W&W
ATTORNEYS AT LAW

WELLBAUM & WOLFF, P.A.

R. W. WELLBAUM, JR.
LORI WELLBAUM WOLFF*
*ALSO ADMITTED IN CALIFORNIA

686 NORTH INDIANA AVENUE, SUITE A
ENGLEWOOD, FLORIDA 34223
TELEPHONE (941) 474-3241
FAX (941) 475-2927

September 28, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: GYM-TEC SERVICES, INC.

500004619895--3
-10/02/01--01035--005
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also, enclosed is a check in the amount of \$78.75 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,

Lori Wellbaum Wolff
Lori Wellbaum Wolff

LWW/jd

Enclosures

FILED
01 OCT - 3 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wol-22760
g 10/4

ARTICLES OF INCORPORATION

OF

GYM-TEC SERVICES, INC.

FILED
01 OCT - 2 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

The name of this corporation is: GYM-TEC SERVICES, INC.

Article II – Duration

This corporation shall have perpetual existence.

Article III – Purpose

The purpose of this corporation shall be to provide athletic equipment and related services and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 1057 Schooner Lane, Englewood, Florida, and the name of the initial registered agent of this corporation at that address is Robert T. Bedford.

Article VII - Initial Board of Director

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

The name and address of the director of this corporation is:

Robert T. Bedford
1057 Schooner Lane
Englewood, FL 34224

Article VIII - Incorporator

Robert T. Bedford
1057 Schooner Lane
Englewood, FL 34224

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

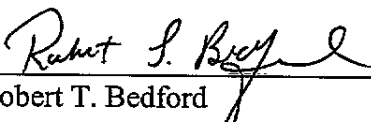
Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

This 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 Shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation; this 28th day of September, 2001.


Robert T. Bedford

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of Sept.,
2001, by Robert T. Bedford, who is personally known to me; or who has provided FL
Driver's License as identification.

M. Colleen Morris
Signature of Notary
State of Florida



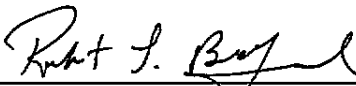
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That GYM-TEC SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Robert T. Bedford, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Robert T. Bedford

FILED
01 OCT -2 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA