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October 16, 2001

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

RE: Articles of Incorporation of FITTREK MIAMI, INC.

Dear Sir or Madam:

Enclosed are an original and two (2) copies of the above referenced articles of incorporation and a check in the amount of \$78.75 for the filing fee and a certified copy.

Thank you in advance for your prompt attention to the filing of these articles.

Sincerely,

Gail Fix

SECRETARY OF STATE

FILED

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SECRETARY OF STATE
FALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF FITTREK MIAMI, INC.

ARTICLE I - NAME

The name of the corporation shall be FITTREK MIAMI, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2484 Prairie Avenue, Miami Beach, FL 33140.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized are sales of fitness equipment and fitness services and for the purpose of transacting any or all lawful business.

ARTICLE IV - SHARES

This corporation is authorized to issue one thousand shares of common stock (\$1,000) par value \$1.00 per share.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The name, address and title of the person who is to serve as the initial director is:

Dan Barrett, President 2484 Prairie Avenue Miami Beach, FL 33140

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the registered agent is:

Gail Fix 9 Island Avenue #507 Miami Beach, FL 33139

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Dan Barrett 2484 Prairie Avenue Miami Beach, FL 33140

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

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Dan Barrett, Incorporator