

GREGORY E. TUCCI

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GREGORY E. TUCCI

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P020000046803

April 23, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Sullivan Fitness Productions, Inc.

To Whom It May Concern:


Enclosed please find the original and one (1) copy of the proposed charter for the above corporation, together with a Certificate Designating the Resident Agent and our trust account check payable to your order in the amount of \$70.00 to cover the following:

Filing fee for charter:	\$35.00
Certificate of Resident Agent:	<u>35.00</u>
	\$70.00

EFFECTIVE DATE
6/4/02

Thank you in advance for your services in this regard.

Yours truly,


Gregory E. Tucci

/pj
Enclosures

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-04/25/02--01057--006

*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 25 PM 3:38

FILED

6/4/02

**ARTICLES OF INCORPORATION
OF
SULLIVAN FITNESS PRODUCTIONS, INC.**

FILED

02 APR 25 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is SULLIVAN FITNESS PRODUCTIONS, INC.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in home fitness video business and any and all activity or business permitted under the laws of the United States and the State of Florida.

EFFECTIVE DATE
04-22-02

ARTICLE III

Capital Stock

The maximum share of stock authorized is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

This Corporation shall begin existence at the date and time of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE VI

Duration

This Corporation shall have perpetual existence.

ARTICLE VII

Address

The initial address of the principal office of this Corporation is 2057 Laurel Run Drive, Ocala, FL 34471.

ARTICLE VIII

Management

This Corporation shall have three (3) appointed directors, who are the incorporators herein.

ARTICLE IX

Incorporator

John Dominic Sullivan, 2057 Laurel Run Drive, Ocala, FL 34471.

Edmund Michael Coyer, 5435 NE 12th Avenue, Ocala, FL 34479.

Cynthia Persavich, 5161 SE 24th Place, Ocala, FL 34471.

ARTICLE X

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock subscribed for by each are as follows:

John Dominic Sullivan
2057 Laurel Run Drive
Ocala, FL 34471

255 shares

Edmund Michael Coyer
5435 NE 12th Avenue
Ocala, FL 34479

200 shares

Cynthia Perseovich
5161 SE 24th Place
Ocala, FL 34471

45 shares

ARTICLE XI

Resident Agent

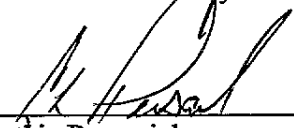
Gregory E. Tucci, Esquire, 225 NE Eighth Avenue, Ocala, FL 34470 is the Resident Agent of the Corporation upon whom service of process may be made.

IN WITNESS of the foregoing, I have hereunto set my hand and seal and authorized to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, on this the 22nd day of April, 2002.

By: 

John/Dominic Sullivan


Edmund Michael Coyer


Cynthia Perseovich

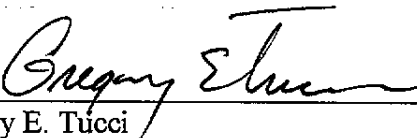
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

IN COMPLIANCE with Chapter 48.091, Florida Statutes, the following is submitted:

First - That **SULLIVAN FITNESS PRODUCTIONS, INC.** desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at City of Ocala, County of Marion, State of Florida, has named **Gregory E. Tucci**,
located at 225 N.E. Eighth Avenue, City of Ocala, County of Marion, State of Florida, 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.



Gregory E. Tucci

FILED
02 APR 25 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA