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(Requestor's Name)

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(City/State/Zip/Phone #)

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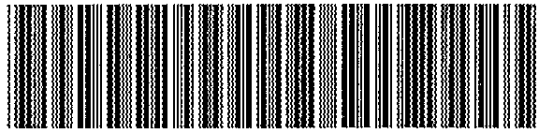
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUN 28 PM 3:39

BioFitness Distribution, Inc.
2671 South Course Drive, # 103
Pompano Beach, FL 33069-3949

Florida Department of State
Division of Corporations
Attn.: New Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: BioFitness Distribution, Inc.

6-24, 2004

Dear Sirs:

Enclosed, please find a check in the amount of \$78.75 to cover all necessary fees to establish the above captioned Corporation as a Florida Profit Corporation.

For the Corporation,



Steven R. Zeigman

As Initial Incorporator and pro-tem Director, BioFitness Distribution, Inc.

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TALLAHASSEE, FLORIDA

04 JUN 28 PM 3:39

ARTICLES OF INCORPORATION OF BIOFITNESS DISTRIBUTION, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **BioFitness Distribution, Inc.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of said corporation;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find to be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers of necessary convenience to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent of law as permitted by Florida Statute §607.014;

ARTICLE IV

There shall be three (3) classes of stock issued by this corporation:

There shall be 1000 (one thousand) shares of Common stock with an individual par value of \$1.00 (one dollar).

There shall be 1,000,000 (one hundred thousand) shares of Common Preferred stock with an individual par value of \$0.01 (one cent).

There shall be 10,000,000 (ten million) shares of Preferred stock with an individual par value of \$0.001 (one hundredth of a cent).

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Steven R. Zeigman
2671 South Course Drive, # 103
Pompano Beach, FL 33069-3949

ARTICLE VI

The initial (pro-tem) Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as the initial director is:

Steven R. Zeigman
2671 South Course Drive, # 103
Pompano Beach, FL 33069-3949

ARTICLE VII

The address of the principal office of this corporation is:

BioFitness Distribution, Inc.
2671 South Course Drive, # 103
Pompano Beach, FL 33069-3949

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Steven R. Zeigman
2671 South Course Drive, # 103
Pompano Beach, FL 33069-3949

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 24 day of June, 2004.

Steven R. Zeigman
Steven R. Zeigman as Initial Incorporator
BioFitness Distribution, Inc.

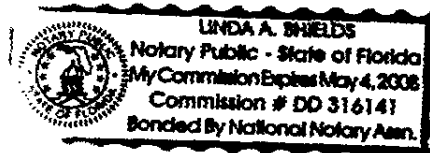
STATE OF FLORIDA)

COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Steven R. Zeigman**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and who produced Drivers License as identification and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have, hereunto set my hand and affixed my official seal in the state and county aforesaid, this 24 of June, 2004.

Linda A. Shields
Print Name: Linda A. Shields
Notary Public
My Commission Expires: 5/4/08



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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

BioFitness Distribution, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at **2671 South Course Drive, # 103, Pompano Beach, County of Broward, State of Florida** has named **Steven R. Zeigman**, located at **2671 South Course Drive, #103, Pompano Beach, County of Broward, State of Florida**, at 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.

By: *Steven R. Zeigman*
Steven R. Zeigman
As Registered Agent

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