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James W. Bauman

Attorney At Law

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TALLAHASSEE, FL
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Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: Maxx Fitness Products, Inc.

Gentlemen:

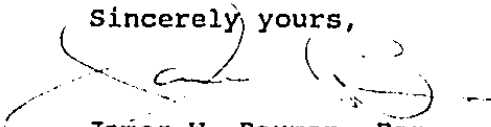
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely yours,


James W. Bauman, Esq.

JWB:ml1

Enc.

BE 1/10

ARTICLES OF INCORPORATION
OF
MAXX FITNESS PRODUCTS, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MAXX FITNESS PRODUCTS, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

1201 Fern Forest Run
Oviedo, Florida 32765

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00.

ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. In addition, and more specifically, this Corporation shall function in the manufacture and selling of health supplies and products and gym equipment and supplies.

ARTICLE V

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Richard E. Shaw
1201 Fern Forest Run
Oviedo, Florida 32765

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

The names of the initial directors of this Corporation and their street addresses are:

Richard E. Shaw
1201 Fern Forest Run
Oviedo, Florida 32765

Cleo Shaw
1201 Fern Forest Run
Oviedo, Florida 32765

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Richard E. Shaw
1201 Fern Forest Run
Oviedo, Florida 32765

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 18 day of November, 1994.



Incorporator

STATE OF FLORIDA)
 Seminole)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared RICHARD E. SHAW, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 18 day of November, 1994.



OFFICIAL SEAL
BARBARA S. KESSLER
My Commission Expires
July 20, 1996
Comm No. CC 26352


Notary Public

BARBARA S. KESSLER
Print name

My commission expires:

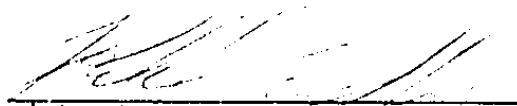
**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT/REGISTERED OFFICE**

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 resident agent/registered office in the State of Florida.

1. The name of the corporation is MAXX FITNESS PRODUCTS, INC.

2. The name and address of the resident/registered agent and office is:

Richard E. Shaw
1201 Fern Forest Run
Oviedo, Florida 32765

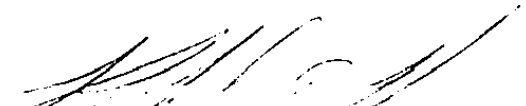


Richard E. Shaw
Registered Agent



Date

HAVING BEEN NAMED AS RESIDENT 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.



Resident Agent



Date