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SECRET  
TALLAHASSEE

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

8000001428038  
03/13/95 01060--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: AMERICAN FITNESS SUPPLY, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND OUR CHECK FOR \$ 70.00.

FROM:

TOM WILLIAMS  
2000 WELLS RD, SUITE C  
ORANGE PARK, FLORIDA 32073  
(904) 272-5855

NANCY HENDRICKS MAR 14 1995

ARTICLES OF INCORPORATION

OF

AMERICAN FITNESS SUPPLY, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: AMERICAN FITNESS SUPPLY, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

2000 WELLS RD, SUITE C  
ORANGE PARK, FL. 32073

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: 1000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

TOM WILLIAMS  
2000 WELLS RD, SUITE C  
ORANGE PARK, FLORIDA 32073

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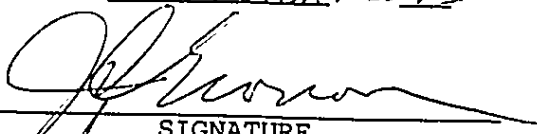
ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

JEFFERY ECONOM  
417 PARKWOOD DR. EAST  
ORANGE PARK, FL. 32073

MICHAEL CHAMBLISS  
7632 SOUTHSIDE BLVD #123  
JACKSONVILLE, FL. 32256

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF MARCH, 1995

  
SIGNATURE

  
SIGNATURE

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SIGNATURE

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: AMERICAN FITNESS SUPPLY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

TOM WILLIAMS  
2000 WELLS RD, SUITE C  
ORANGE PARK, FLORIDA 32073

HAVING BEEN NAMED AS REGISTERED 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.

SIGNATURE

DATE

*Thomas Williams*  
3/9/95