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ACCOUNT NO. : 072100000032

REFERENCE : 574609 8742A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : * 70.00

ORDER DATE : April 10, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 574609

CUSTOMER NO: 8742A

100001452001

CUSTOMER: Michael Lechtman, Esq
MICHAEL LECHTMAN, ESQ

17001 No Sixth Avenue
North Miami Beach, FL 33162

DOMESTIC FILING

NAME: EXERCISE ESSENTIALS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 10 1995

95 APR 10 PM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 APR 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EXERCISE ESSENTIALS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is: EXERCISE ESSENTIALS, INC., a Florida corporation. The corporate address is: 1920 East Hallandale Beach Boulevard, Suite 607, Hallandale, Florida 33009.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607, of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares at ONE DOLLAR (\$1.00) par value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share of any new stock of this corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered agent of this corporation is, c/o: 1920 East Hallandale Beach Boulevard, Suite 607, Hallandale, Florida 33009; and the name of the initial Registered Agent is, at that address is: NATHAN F. LUBIE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

<u>NAME</u>	<u>ADDRESS</u>
NATHAN F. LUBIE (President/Director)	1920 East Hallandale Beach Boulevard Suite 607 Hallandale, Florida 33009
RUTH LUBIE (Secretary)	1920 East Hallandale Beach Boulevard Suite 607 Hallandale, Florida 33009

ARTICLE VIII - INCORPORATOR

The name and address and principal place of business of the person that is signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
NATHAN F. LUBIE (President/Director)	1920 East Hallandale Beach Boulevard Suite 607 Hallandale, Florida 33009

ARTICLE IX - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the shareholders, if the shareholders specifically provide such By-Laws not subject to amendment or repeal by the Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not approval is required by law.

ARTICLE XI - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XV - ASSETS

The corporation shall have all of the corporate powers enumerated in Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior shareholder's approval.

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE

RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. DIVIDENDS

The holders of record of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.


Section 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of the corporation ratably.

Section 3. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 5th day of April, 1995.



NATHAN F. LUBIE
(INCORPORATOR) (SEAL)

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements, personally appeared NATHAN F. LUBIE, who is

personally known to me or who has produced personally known
_____ as identification and who did (did not) take an oath, and
who executed the foregoing Articles of Incorporation and who
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 County and State aforesaid this
5th day of April, 1995.



NOTARY PUBLIC, State of Florida at
Large

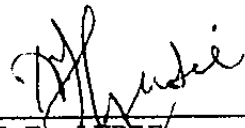
My Commission Expires:

OFFICIAL NOTARY SEAL
PAULA L. RATAPORT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00236691
MY COMMISSION EXP. OCT. 9, 1996

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation to
accept service of process for the within stated corporation, at the
place designated therein, I hereby agree to act in this capacity
and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

DATED this 5th day of April, 1995.



NATHAN F. LUBIE (SEAL)
(REGISTERED AGENT)