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Admitted in U.S.A. only

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May 3, 1995

Via Overnight

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

700001477777
-05/05/95--01113--019
****122.50 ****122.50

Re: ProFitness Equipment & Training, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,


J. KEVIN DRAKE

JKD/lis
Encls.

EFFECTIVE DATE

5/3/95

FILED
95 MAY -5 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials: PKE 5-9

ARTICLES OF INCORPORATION
OF
ProFitness Equipment & Training, Inc.

FILED
95 MAY -5 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

ProFitness Equipment & Training, Inc.
2817 Bee Ridge Road
Sarasota, Florida 34239

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2817 Bee Ridge Road, Sarasota, Florida 34239, and the name of the initial registered agent of this Corporation at that address is Michael S. Suchanec.

EFFECTIVE DATE

5/3/95

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

MICHAEL S. SUCHANEC
FRED E. SHEPARD
JON A. SHEPARD
Address:
2817 Bee Ridge Road
Sarasota, Florida 34239

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Three (3) 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 one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Michael S. Suchanec
2817 Bee Ridge Road
Sarasota, Florida 34239

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.


ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

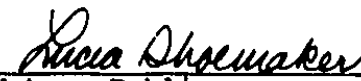
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of May, 1995.



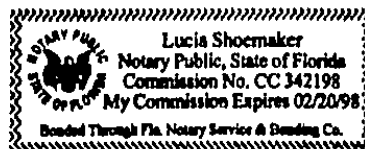
Michael S. Suchanec
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of May, 1995, by MICHAEL S. SUCHANEC, who is personally known to me or who produced FL drivers License as identification and who did not take an oath.



Notary Public
Print Name: LUCIA Shoemaker
My Commission expires:
[SEAL]



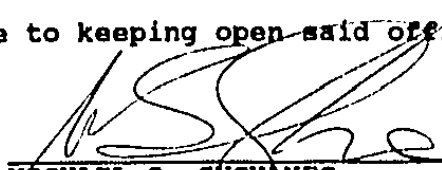
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT FROM
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First--That ProFitness Equipment & Training, 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
Sarasota, County of Sarasota, State of Florida, has named MICHAEL S.
SUCHANEC, located at 2817 Bee Ridge Road, Sarasota, Florida 34239,
County of Sarasota, State of Florida, as its agent to accept service
of process within this state.


ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.


MICHAEL S. SUCHANEC
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd
day of April, 1995, by MICHAEL S. SUCHANEC, who is personally known
to me or who produced FL drivers license as
identification and who did not take an oath.


NOTARY PUBLIC
Print Name: Lucia Shoemaker
My Commission expires:

[SEAL]

