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TALLAHASSEE, FL 32301
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Handwritten: P000020659

ORDER NO. : 0721310

IN SUBJECT : 871310 1215010

AUTHORIZATION :

COST LIMIT : 4 PREPAID

ORDER DATE : March 6, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 0721310

CUSTOMER NO: 1215010

CUSTOMER: C. Holt Smith, Esq
C. HOLT SMITH, LLT, ESQ

Suite 3301
1 Independent Drive
Jacksonville, FL 32202

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-03/06/96--01079--012
*****122.50 *****122.50

EFFECTIVE DATE
MAR - 5 1996

DOMESTIC FILING

NAME: HUMAN PERFORMANCE SYSTEMS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS:

FILED
96 MAR - 6 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 MAR - 6 AM 11:09
DIVISION OF CORPORATION

T. BROWN MAR - 6 1996

EFFECTIVE DATE
MAR - 5 1996

ARTICLES OF INCORPORATION

for

HUMAN PERFORMANCE SYSTEMS, INC.

FILED
96 MAR -6 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1993):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

Human Performance Systems, Inc.
3900 McGirts Blvd.
Jacksonville, Florida 32210

ARTICLE II. DURATION

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. The promotions, exhibition, dissemination and sale of exercise capital equipment on its own account and/or as agent, franchisee and/or distributor.
2. To hire and/or train personnel for the purposes of carrying out these purposes.
3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. 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 of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1993).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is C. HOLT SMITH, III.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Director of this corporation is:

Daniel L. Murphy	3900 McGirts Boulevard
	Jacksonville, FL 32210

ARTICLE IX. INCORPORATOR

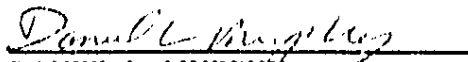
The name and address of the person signing these Articles of Incorporation is:

Daniel L. Murphy	3900 McGirts Boulevard
	Jacksonville, FL 32210

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 5 day of March, 1996, for the purpose of forming this corporation under the laws of the State of Florida.


DANIEL L. MURPHY

STATE OF FLORIDA
COUNTY OF DUVAL


I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **DANIEL L. MURPHY**, who executed the foregoing instrument as Incorporator of **Human Performance Systems, Inc.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. he is personally known to me ✓ or have produced _____ as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 5 day of March, 1996.

(SEAL)



KATHRYN D. COLLERAN
My Commission CCB13292
Expires Nov. 30, 1999


Notary Public
My Commission Expires:

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

FILED
96 MAR -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that Human Performance Systems, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named C. HOLT SMITH, III, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

Human Performance Systems, Inc.

By: Daniel L. Murphy
DANIEL L. MURPHY

DATED: March 5, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

C. Holt Smith, III
C. HOLT SMITH, III
Registered Agent

DATED: March 5, 1996