

P 96000082971
Thomas E. Krause
Attorney at Law

October 2, 1996

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE; FITNESS SOURCE DIRECT SALES, INC.

Dear Clerk:

Enclosed find original and one copy of Articles of Incorporation and Registered Agent Designation Form for the above referenced corporation along with my check in the sum of \$122.50 as your fee for filing, certification and registered agent designation.

Upon certification of the corporation, please forward a copy to me at the address on my letterhead.

Very truly yours,


THOMAS E. KRAUSE

TEK:ma
Enclosures

4600001933874
10/03/96-01046-017
***\$122.50 ***\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:43

9700 South Dixie Highway
Suite 550
Miami, Florida 33156
305-670-6238/Fax: 305-670-6167
ag 10/3/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
FITNESS SOURCE DIRECT SALES, INC.,

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be **FITNESS SOURCE DIRECT SALES, INC.**

ARTICLE II

The general nature of the business or businesses to be transacted is: any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be five hundred (500) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 13841 S.W. 72nd Terrace, Miami, FL 33183 with the privilege, however of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be a stockholder.

ARTICLE VIII

The names and addresses of the first Board of Directors of the Corporation who, subject to the provisions of the Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN ARINTOK	13841 S.W. 72nd Terrace Miami, FL 33183
CHRISTIAN SCRAMONCIN	901 W. Cypress Road, #102 Pompano Beach, FL 33069

ARTICLE IX

The names and addresses of each subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN ARINTOK	13841 S.W. 72nd Terrace Miami, FL 33183
CHRISTIAN SCRAMONCIN	.901 W. Cypress Road #102 Pompano Beach, FL 33069

ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and laws of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and laws of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

IN WITNESS HEREOF, the undersigned have made and subscribed to these Articles of Incorporation on the 1st day of October, 1996.


CHRISTIAN SCRAMONCIN


STEPHEN ARINTOK

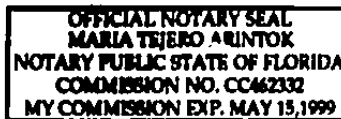
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared
STEPHEN ARINTOK and CHRISTIAN SCRAMONCIN, to me known to be the
persons described in the foregoing Articles of Incorporation, and
they acknowledged that they made and subscribed the same for the
purposes and uses therein mentioned and set forth.

WITNESS my hand and seal at said County and State this 1st
day of October, 1996.


Notary Public, State of Florida

My commission expires:



RESIDENT AGENT DESIGNATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FITNESS SOURCE DIRECT SALES, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **THOMAS E. KRAUSE**, located at 9700 South Dixie Highway #550, Miami, FL 33156, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.


THOMAS E. KRAUSE