

BRIAN P. GABRIEL, P.A.
ATTORNEYS AT LAW
PROSPERITY GARDENS
SUITE 204
11380 PROSPERITY FARMS ROAD
PALM BEACH GARDENS, FLORIDA 33410
(407) 622-5575
(407) 622-5576

Brian P. Gabriel
Sam J. Gabriel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 21 PM 2:27

Fax
Brian (407) 622-5531
Sam (407) 622-8979
Falth (407) 745-2062

P96000095299

November 15, 1996

400002007664--B
-11/19/96--01050--016
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

Re: PRO-FORM SPORTS, INC.

Gentlemen:

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation. Kindly return a certified copy to this office. Also enclosed is a check in the amount of \$122.50 for the filing fee, resident agent fee and a certified copy of the articles.

Yours very truly,


Sam J. Gabriel

SJG/le

Enclosure:

D. BROWN NOV 21 1996

ARTICLES OF INCORPORATION

OF

PRO-FORM SPORTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: PRO-FORM SPORTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) Shares of Common Stock of no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 2:27

they already own, shall have the right to purchase their pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal place of business, office address and the mailing address of the corporation is 2425 Azure Circle, Palm Beach Gardens, Florida 33410.

ARTICLE VII - DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members. The names and addresses of the First Board of Directors are:

DANIEL J. GABRIEL	2425 Azure Circle Palm Beach Gardens, Fl. 33410
-------------------	--

ARTICLE VIII - INCORPORATORS

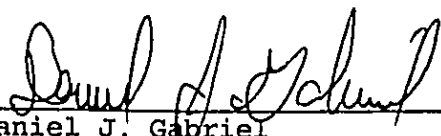
The names and addresses of the incorporators are:

DANIEL J. GABRIEL	2425 Azure Circle Palm Beach Gardens, Fl. 33410
-------------------	--

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of November, 1996.


Daniel J. Gabriel

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally appeared DANIEL J. GABRIEL, who produced a drivers license issued by some state of the U. S. to me known to be the person described in the foregoing instrument, and he acknowledged before me, under oath, the execution of said instrument.

WITNESS my hand and seal this 14th day of November, 1996.


Notary Public



OFFICIAL SEAL
Barbara Mitts Chancey
My Commission Expires
Jan. 19, 1997
Comm. No. CC 253814

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 2:27


CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

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

That PRO-FORM SPORTS, INC., desiring to organize under the
laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation at 2425 Azure Circle,
Palm Beach Gardens, Florida 33410 has named DANIEL J. GABRIEL, 2425
Azure Circle, Palm Beach Gardens, Florida 33410, as its agent to
accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the 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.



Daniel J. Gabriel
Registered Agent