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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402815 6221A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 23, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 402815-005

CUSTOMER NO: 6221A

CUSTOMER: Becca Kennedy, Legal Assistant  
ABEL BAND RUSSELL COLLIER  
PITCHFORD & GORDON, CHARTERED  
Barnett Bank Center, 8-10th Fl  
240 South Pineapple Avenue  
Sarasota, FL 34236-6737

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-05/23/97--01099--030  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: ALL PRO EXERCISE PRODUCTS,  
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: Todd Sterzoy

EXAMINER'S INITIALS: \_\_\_\_\_

TALLAHASSEE, FLORIDA  
MAY 23 PM 2:38

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MAY 23 1997

ARTICLES OF INCORPORATION  
OF  
ALL PRO EXERCISE PRODUCTS, INC.

FILED  
97 MAY 23 PM 2:38  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

ALL PRO EXERCISE PRODUCTS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2110 Harbourside Drive, #528, Longboat Key, Florida 34228.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2110 Harbourside Drive, #528, Longboat Key, Florida 34228 and the registered agent at such office is Herb Winston.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Herb Winston	2110 Harbourside Drive, #528 Longboat Key, Florida 34228
Edith Winston	2110 Harbourside Drive, #528 Longboat Key, Florida 34228

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Herb Winston

2110 Harbourside Drive, #528  
Longboat Key, Florida 34228

The undersigned has executed these Articles this 21<sup>st</sup> day  
of May, 1997.



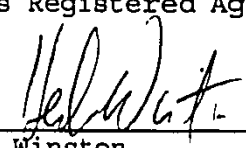
Herb Winston

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for ALL PRO EXERCISE PRODUCTS, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date

5-21-97

  
Herb Winston,  
Registered Agent

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TALLAHASSEE, FLORIDA