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FROM: BUSINESS FILINGS ACCT#: 105256001620

CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: STANLEY FITNESS AND NUTRITION, INC.

AUDIT NUMBER.....H98000006446

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 1

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
Stanley Fitness and Nutrition, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Stanley Fitness and Nutrition, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 122 Stonehill Dr., Maitland, FL 32751

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated., 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

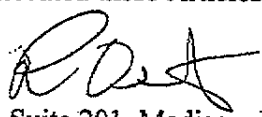
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:
George A. Stanley, 122 Stonehill Dr., Maitland, FL 32751

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of April, 1998

The document was prepared by: 
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the corporation is: Stanley Fitness and Nutrition, Inc.

The name and address of the registered agent and office is: Business Filings Incorporated,
1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, 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.

Signature: _____


Richard Oster, Vice-President
Business Filings Incorporated.

Date: 3-31-98

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