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Florida Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/02/98-01071-001
****122.50 ****122.50

To Whom It May Concern:

Attached please find the original Articles of Incorporation document for **Precision Fitness Equipment of Georgia, Inc.** for filing with the Florida Department of State.

Please file the incorporation of this new business and assign a document number as soon as time allows. The specified filing fee of \$122.50 is enclosed as well.

If there are any questions pertaining to this filing, please contact me immediately. Thank you for your attention to this request.



Richard Wasserlauf, Director
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FAX - (954) 921-6100
E-Mail - RWREMO@aol.com

FILED
98 JUN -2 AM 8:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-4-98
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98 JUN -2 AM 8:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PRECISION FITNESS EQUIPMENT OF GEORGIA, INC.

The undersigned incorporation hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **Precision Fitness Equipment of Georgia, Inc.**

ARTICLE II

The principle office of this corporation shall be located in the city of Hollywood, Broward County, Florida and the street address of said principle office shall be, 2872 Pershing Street, Hollywood, Florida 33020.

ARTICLE III

This corporation is organized for the following purposes:

1. To engage in the sale of physical exercise equipment
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital which this Corporation will begin business shall be and is in the sum of One Hundred Dollars (\$100.00).

ARTICLE VI - TERMS OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VII

This corporation shall have one (1) Office and Director, initially. The name and street address of the initial Officer and Director who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

--NAME--

--ADDRESS--

Richard Wasserlauf

2872 Pershing Street, Hollywood, FL 33020

ARTICLE VIII

The name and address of the person signing these Articles are:

Richard Wasserlauf 2872 Pershing Street, Hollywood, FL 33020

ARTICLE IX

Pursuant to Section 48.091, Florida Statutes, Richard Wasserlauf of 2872 Pershing Street, Hollywood, Florida 33020, is hereby designated as the Corporation's agent to accept service of the process within the State of Florida.

ARTICLE X

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the same manner provided by law.

IN WITNESS HEREOF, I, the undersigned subscribing incorporate have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, on this 1st day of June, 1998.


Richard Wasserlauf

STATE OF FLORIDA)

SS

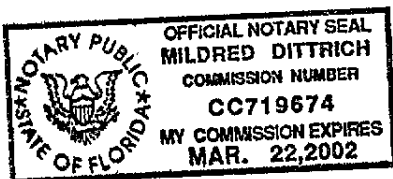
COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Richard Wasserlauf**, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of June, 1998.


NOTARY PUBLIC, State of Florida

My commission expires:

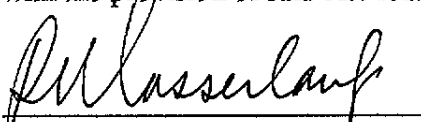


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That **Precision Fitness Equipment of Georgia, Inc.**, desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, has named Richard Wasserlauf located at 2872 Pershing Street, Hollywood, FL 33020, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in cursive script, appearing to read 'R. Wasserlauf', is written over a horizontal line.

Resident Agent

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