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ORLANDO, FLORIDA 32802

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

June 2, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

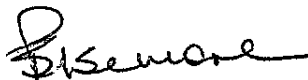
Re: **Exercise Stuff Unlimited, Inc.**

300002551393--5
-06/08/98-01093--009
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$70.00 as payment of the filing fee. A self-addressed envelope is enclosed for your use.

Sincerely,



Patricia Sisemore
Secretary to Marvin E. Rooks

Enclosures

APPROVED
AND
FILED
98 JUN -8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCK JUN 11 1998

ARTICLES OF INCORPORATION
OF

EXERCISE STUFF UNLIMITED, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE
6-2-98

The name of the corporation ("Corporation") is **Exercise Stuff Unlimited, Inc.**

ARTICLE II

The existence of the corporation shall begin on June 2, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 6314 West Colonial Drive, Orlando, Florida 32811.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,200, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 940 Highland Avenue, Orlando, Florida 32803. The initial registered agent for the Corporation at that address is Marvin E. Rooks.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

98 JUN - 8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Name

Warren Lawrence Keene

Address

6314 West Colonial Drive
Orlando, Florida 32811

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Marvin E. Rooks

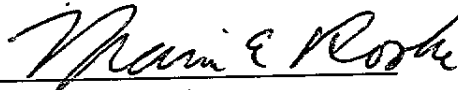
Address

940 Highland Avenue
Orlando, Florida 32802

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

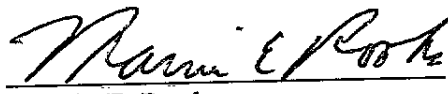
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of June, 1998.


Marvin E. Rooks

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Exercise Stuff Unlimited, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 607.0501(3).

Dated the 2 day of June, 1998.


Marvin E. Rooks

98 JUN - 8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED