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August 26, 1998

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

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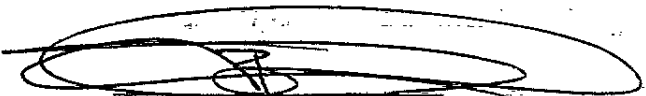
To Whom It May Concern:

Attached please find the original Articles of Incorporation document for **Spin Enterprises, Inc.**, for filing with the Florida Department of State as a new business.

Please file the incorporation of this new business and assign a document number as soon as possible. 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 matter.

Spin Enterprises, Inc.



Jeff Bernier, President
PH - (954) 893-8800
FAX - (954) 893-8633

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ARTICLES OF INCORPORATION
OF
SPIN ENTERPRISES, 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 **Spin Enterprises, Inc.**

ARTICLE II

The principle office of this Corporation shall be located in the City of Dania, Broward County, Florida and the street address of said principle office shall be, 4641 Ravenswood Road, Dania, Florida 33312.

ARTICLE III

This Corporation is organized for the following purposes:

1. To engage in the sale of 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.

ARTICLE VI - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII

This Corporation shall have two (2) Officers and Directors, initially. The name and street address of the initial Officers and Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

<u>--NAME--</u>	<u>--ADDRESS--</u>
Jeff Bernier	4641 Ravenswood Road Dania, FL 33312
Richard Wasserlauf	2872 Pershing Street Hollywood, FL 33020

ARTICLE VIII

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

Jeff Bernier 4641 Ravenswood Road, Dania, FL 33312

ARTICLE IX

Pursuant to Section 48.091, Florida Statutes, Jeff Bernier at 4641 Ravenswood Road, Dania, FL 33312 is hereby designated as the Corporation's agent to accept service of the process within the State of Florida.

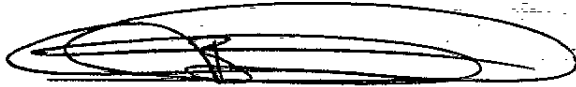
ARTICLE X

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 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 19th day of June, 1997.



Jeff Bernier

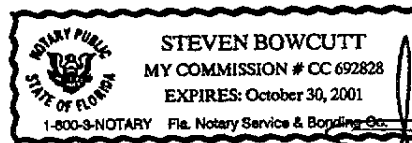
STATE OF FLORIDA)

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 **Jeff Bernier**, 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 26th day of August, 1998.



NOTARY PUBLIC, State of Florida

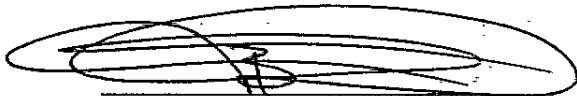
My commission expires:

**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 Spin Enterprises, 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 Jeff Bernier located at 4641 Ravenwood Road, Dania, FL 33312, 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.



Resident Agent

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