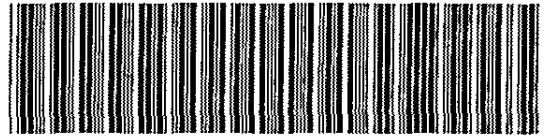


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TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

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**BRASHEAR & ASSOCIATES, P.L.**

*Counselors At Law*  
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TALLAHASSEE, FLORIDA

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
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Brashear@NFlaLaw.com  
www.NFlaLaw.com

BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

February 26, 2003

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: FITNESS OUTLET, LLC

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

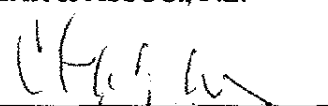
|  |           |
|--|-----------|
| Filing Fee                                 | \$ 100.00 |
| Certificate Designating Resident Agent     | 25.00     |
| Certified Copy of Articles of Organization | 30.00     |

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: \_\_\_\_\_

  
Carrie Fagan, Legal Assistant

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
FITNESS OUTLET, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is FITNESS OUTLET, L.L.C. (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on February 25, 2103.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 10154 Oakisle Road, West, Jacksonville FL 32257. The name and address of the Company's initial registered agent in the State of Florida is as follows: Meir Cohen, 10154 Oakisle Road, West, Jacksonville FL 32257.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

ARTICLE VI  
MANAGEMENT

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The Company will be managed by Meir Cohen in accordance with the Company's regulations. The name and business address of the manager is Meir Cohen, 10154 Oakisle Road, West, Jacksonville, FL 32257.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII  
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 26 DAY OF FEBRUARY, 2003.

Meir Cohen  
MEIR COHEN

STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me personally appeared Meir Cohen who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Fitness Outlet, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 26 day of February, 2003.

Carrie P. Fagan  
Notary Public, State at Large

Printed Name  
My Commission Expires:



Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

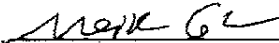
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE STATE OF FLORIDA  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATE MESSAGE, FLORIDA  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FITNESS OUTLET, L.L.C.
2. The name and address of the registered agent and office is:

MEIR COHEN  
10154 Oakisle Road, West  
Jacksonville FL 32257

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

  
\_\_\_\_\_  
MEIR COHEN, Registered Agent

Date: 2/26/2003