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| SUBJECT: _B/C G | | d Liability Company) | | · · · |
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| The enclosed Articles of | f Organization and fee(s) are s | ubmitted for filing. | | |
| Please return all corresp | condence concerning this matte | er to the following: | | |
| | | die A. Unger | | |
| | (| Name of Person) | | |
| | G | old's Gym | | |
| | | Firm/Company) | | |
| | | | | |
| | 203 3 | 8th Avenue North | | |
| | | (Address) | ··· | , – |
| | | | | |
| | | ersburg, FL 33704 | | |
| | (City, | State and Zip Code) | | - |
| For further information | concerning this matter, please | call: | | |
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| | A. Unger of Person) | at (727) 551-0486 (Area Code & Daytime T | | |
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| Enclosed is a check for | or the following amount: | | | |
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| Regist Divisio 409 E. | ET ADDRESS: ration Section on of Corporations Gaines Street assee, Florida 32399 | MAILING A Registration S Division of Co P.O. Box 632 Tallahassee, F | opporations Figure 7 | <u> </u> |

Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

OF

B/C GOLD'S GYM MANAGEMENT, LLC

The undersigned hereby forms and establishes a limited liability company under the Florida Limited Liability Company Act (the "Act").

ARTICLE I

The name of the limited liability company is B/C Gold's Gym Management, LLC (the "Company").

ARTICLE II

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Secretary of State and shall have perpetual existence, unless earlier dissolved in accordance with the Company's Operating Agreement or the Act.

ARTICLE III

The Company is organized to engage in any lawful activities for which limited liability companies may be organized under the Act.

ARTICLE IV

The location of the registered office of the Company in the State of Florida is 203 38th Avenue North, St. Petersburg, Florida 33704, and the initial registered agent of the Company is Robert A. Buchanan II.

ARTICLE V

The mailing address and address of the Company's principal office is 203 38th Avenue North, St. Petersburg, Florida 33704.

ARTICLE VI

The Company is to be managed by two managers, and the names and addresses of the managers who are to serve until their successors are elected and have qualified are as follows:

Robert A. Buchanan II 203 38th Avenue North St. Petersburg, FL 33704 Cindie A. Unger 203 38th Avenue North St. Petersburg, FL 33704

ARTICLE VII

Additional provisions relating to the admission of additional members and the formation and operation of the Company are set forth in the Operating Agreement of the Company.

ARTICLE VIII

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Operating Agreement and the Act.

IN TESTIMONY WHEREOF, the undersigned member has executed these Articles of

Organization this 3 day of May

. 2005.

MEMBER:

Cindie A. Unger, Trustee of the First Amended and Restated Cindie A. Unger Trust Agreement dated November 19, 2003 (A/K/A The Cindie A. Unger Revocable Trust dated April 19, 1996, as amended)

REGISTERED AGENT ACCEPTANCE

I, Robert A. Buchanan II, hereby accept appointment as the registered agent of the Company and state that I am familiar with and that I accept the obligations of that position.

Robert A. Buchanan II