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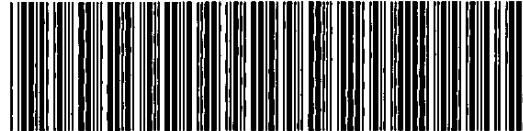
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ARTICLES OF ORGANIZATION OF
H & A GYM, LLC

The undersigned certify that they are filing this document for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. They further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be the **H & A GYM, LLC** and its principal office shall be located at 9110 Bonita Beach Rd., Bonita Springs, FL 34135 and the mailing address shall be 9110 Bonita Beach Rd., Bonita Springs, FL 34135, and it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be two (2) initial members of this limited liability company, whose name, address and ownership are as follows:

	<u>Percentage of Ownership</u>
Harvey Kahn 9989 Colonial Walk North Esterro, FL 33928	50%
Alan Kahn 9905 Colonial Walk North Esterro, FL 33928	50%

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, a manager elected by the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as the managing member of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

Harvey Kahn
9989 Colonial Walk North
Estero, FL 33928

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for

investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

ARTICLE VII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

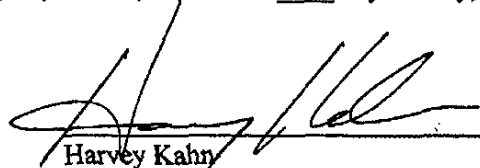
The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.


ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **1833 Hendry St., Ft. Myers, Florida 33901**, and the name of the company's initial registered agent at that address is **Christina Harris Schwinn, Pavese Law Firm**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **H & A GYM, LLC**.

Executed by the undersigned at Fort Myers, Florida, on this the 31 day of May, 2007.

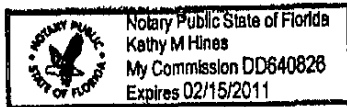

Harvey Kahn


Alan Kahn

STATE OF FLORIDA §
COUNTY OF Lee §

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared HARVEY KAHN, known to me or who produced FL. D.L. K500-000-50-225-0 as identification and who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 31st day of May, 2007.

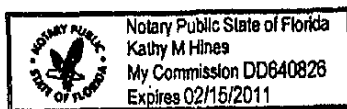


Kathy M. Hines
Notary Public
My Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA §
COUNTY OF Lee §

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ALAN KAHN, known to me or who produced FL. D.L. K500-320-50-225-0 as identification and who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 31st day of May, 2007.



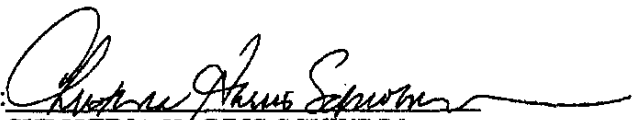
Kathy M. Hines
Notary Public
My Commission No.: _____
My Commission Expires: _____

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

First - That **H & A GYM, LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 9110 Bonita Beach Rd., Bonita Springs, FL 34135, State of Florida, has named **CHRISTINA HARRIS SCHWINN, PAVESE LAW FIRM**, located at 1833 Hendry St., City of Fort Myers, County of Lee, Florida 33901, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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

By: 
CHRISTINA HARRIS SCHWINN
Registered Agent