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CRUNCH NAPLES, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CRUNCH NAPLES, LLC

Document No. L12000059775

1.   Name. The name of the limited liability company is CRUNCH NAPLES, LLC (the "Company").

2.   Articles of Organization. The date of filing of the Articles of Organization of the Company was May 2, 2012 and with effective date of April 30, 2012 (Document Number L12000059775).

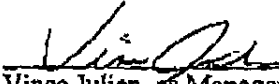3.   Amendment. The Articles of Organization of the Company are hereby amended as follows:

Article V is deleted and a new Article V is inserted in lieu thereof, to read as follows:

ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the managers. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial managers shall be:

> VINCE JULIEN
> JEFF DOTSON
> SAYED RAZA
> ANTHONY ASFUR

The undersigned has executed these Articles of Amendment this 27th day of July, 2012.

_____
Vince Julien, as Manager

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