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From:

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Account Number : 076376001555 Phone : (303)255-9617 Fax Number : (551)483-7321

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:_

elatham@orangetheoryfitness.com

FLORIDA LIMITED LIABILITY CO. 1645 EL, LLC

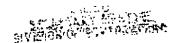
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ARTICLES OF ORGANIZATION OF 1645 EL, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be 1645 EL, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 1501 S.E. 13th Street, Fort Lauderdale, FL 33316, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 1501 S.E. 13th Street, Fort Lauderdale, FL 33316. The initial registered agent at that address is Ellen G. Latham.

ARTICLE IV

This limited liability company shall commence its existence as of the filing hereof and shall exist perpetually thereafter unless sooner dissolved.

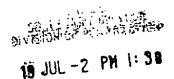
ARTICLE V

This limited liability company shall be a manager-managed company. The initial manager of the limited liability company is Ellen G. Latham.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of the day of day of 2019.

Ellen G. Latham Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 605.0113, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST - The name of the limited liability company is 1645 EL, LLC.

SECOND -- The name and address of the registered agent and office is:

Ellen G. Latham 1501 S.E. 13th Street Fort Lauderdale, Florida 33316

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.

Dated as of the 30 day of ______ 2019.

Ellen G. Latham

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