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To:

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Fax Number : (850)205-0383

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (239)514-1000
Fax Number : (239)514-0377

LIMITED LIABILITY COMPANY

The Perfect 10 Strength Training, LLC

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DIVISION OF CORPORATIONS

3/29/04

**ARTICLES OF ORGANIZATION
OF
THE PERFECT 10 STRENGTH TRAINING, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **The Perfect 10 Strength Training, LLC**. The mailing address and street address of the principal office of the Company is 4980 Cerromar Drive, Naples, FL 34112.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **Peter L. Keeley, Grant, Fridkin, Pearson, Athan & Crown, P.A.**, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

THE MEMBERS

The members of the Company (hereafter the "Members") shall be:

Marcy Hess (Managing Member)
William D. Hess (Managing Member)

ARTICLE V

MANAGEMENT OF COMPANY BUSINESS

The Company's day to day business will be managed by one or more of its members and is therefore a member-managed company.

ARTICLE VI

ADDITIONAL MEMBERS

The Members may admit additional members upon Certificate of Membership signed by the existing Managing Members.

ARTICLE VII

LIMITATIONS ON MEMBERS

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE IX

AMENDMENTS

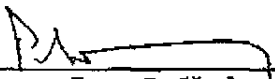
These Articles may be amended from time to time by the written consent of the Managing Members of the Company.

WITNESS, the hand of the undersigned authorized representative of the Managing Members and the Company this 26th day of March, 2004.


Peter L. Keeley, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for **The Perfect 10 Strength Training, LLC**, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


Peter L. Keeley