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Division of Corporations

GUTTENMACHER & BOHATCH, P

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

POMPANO FITNESS ENTERPRISES, LLC

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ARTICLES OF ORGANIZATION
for
POMPANO FITNESS ENTERPRISES, LLC
A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name**. The name of this company shall be POMPANO FITNESS ENTERPRISES, LLC.

2. **Address**. The mailing address and street address is 1900 Glades Road, Suite 352, Boca Raton, Florida 33431.

3. **Registered Agent and Office**. The name and street address of the initial registered agent and office for this company is as follows: John S. Bohatch, Esquire, 2600 Douglas Road, Penthouse 8, Coral Gables, Florida, 33134.

4. **Management of Company**. The company is to be managed by the Managing Members. The name and address of the Managing Members are:

<u>Name</u>	<u>Address</u>
Gerald Angers	1900 Glades Road, Suite 352 Boca Raton, Florida 33431
David Schneider	1900 Glades Road, Suite 352 Boca Raton, Florida 33431

5. **Amendment of Articles of Organization**. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State.

6. **Informal Action of Members**. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the manager(s) of the Company as part of its records.)

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

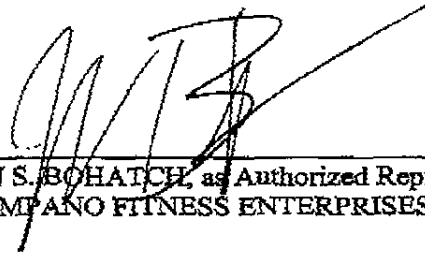
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GUTTENMACHER & BOHATCH, P

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Dated this 8 day of July, 2004.



JOHN S. BOHATCH, as Authorized Representative
of POMPAÑO FITNESS ENTERPRISES, LLC

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



JOHN S. BOHATCH, Registered Agent

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THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
GUTTENMACHER & BOHATCH, P.A.
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Coral Gables, Florida 33134