

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L13000053217
FILED 8:00 AM
April 11, 2013
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

YCLARK FITNESS , LLC

Article II

The street address of the principal office of the Limited Liability Company is:

11915 BEACH BLVD
JACKSONVILLE, FL. US 32246

The mailing address of the Limited Liability Company is:

5300 18TH STREET
KENOSHA, WI. US 53144

Article III

The purpose for which this Limited Liability Company is organized is:

OPERATE AN ANYTIME FITNESS FRANCHISE

Article IV

The name and Florida street address of the registered agent is:

AMERICAN SAFETY COUNCIL, INC.
5125 ADANSON ST.
SUITE 500
ORLANDO, FL. 32804

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.

Registered Agent Signature: DENISE BARTON

Article V

The name and address of managing members/managers are:

Title: MGRM
CLAY CLARK
11915 BEACH BLVD
JACKSONVILLE, FL. 32246 US

Title: MGRM
LUIS ARECCO
611 56TH STREET
KENOSHA, WI. 53140 US

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Article VI

The effective date for this Limited Liability Company shall be:

05/29/2013

Signature of member or an authorized representative of a member

Electronic Signature: CLAY CLARK

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.