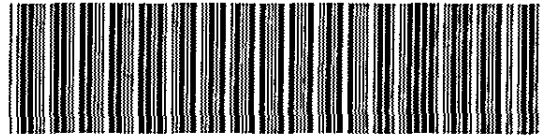


LO30000007543

03 FEB 28 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



700012966267

02/28/03--01041--016 **155.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AL

Office Use Only

BRASHEAR & ASSOCIATES, P.L.

C o u n s e l o r s A t L a w
FILED

03 FEB 28 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

February 26, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: FITNESS OUTLET, LLC

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: _____

Carrie Fagan, Legal Assistant

Enclosures

**ARTICLES OF ORGANIZATION
OF
FITNESS OUTLET, L.L.C.**

FILED
03 FEB 28 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is FITNESS OUTLET, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on February 25, 2103.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 10154 Oakisle Road, West, Jacksonville FL 32257. The name and address of the Company's initial registered agent in the State of Florida is as follows: Meir Cohen, 10154 Oakisle Road, West, Jacksonville FL 32257.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

ARTICLE VI
MANAGEMENT

FILED

The Company will be managed by Meir Cohen in accordance with the Company's regulations. The name and business address of the manager is Meir Cohen, 10154 Oakisle Road, West, Jacksonville, FL 32257.

03 FEB 28 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 26 DAY OF FEBRUARY, 2003.

Meir Cohen
MEIR COHEN

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared Meir Cohen who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Fitness Outlet, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 26 day of February, 2003.

Carrie P. Fagan
Notary Public, State at Large



Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FARM INSURANCE, INC.

Printed Name
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED


03 FEB 28 AM 11:19

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE STATE OF FLORIDA
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT, FLORIDA
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FITNESS OUTLET, L.L.C.
2. The name and address of the registered agent and office is:

MEIR COHEN
10154 Oakisle Road, West
Jacksonville FL 32257

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.



MEIR COHEN, Registered Agent

Date: 2/26/2003