

ACCOUNT	NO.	•	072100000032
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REFERENCE: 653261 7210491

AUTHORIZATION:

COST LIMIT: \$ 125

ORDER DATE: April 6, 2000

ORDER TIME : 3:41 PM

ORDER NO. : 653261-005

700003224557--6

CUSTOMER NO:

7210491

CUSTOMER: Mr. William D. Mcshane

MR. WILLIAM D. MCSHANE MR. WILLIAM D. MCSHANE

8445 East Garden Oaks Circle

West Palm Beach, FL 33410

DOMESTIC FILING

NAME:

BODIFIT LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BODIFIT LLC

ARTICLE II - Address:

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

8445 EAST GARDEN OAKS CIRCLE, WEST PALM BEACH, FLORIDA 33410

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

CORPORATION SERVICE C	OMPANY			
Name				
1201 HAYS STREE	T -			
Florida street address (P.O. Box NOT acceptable)				
TALLAHASSEE FL	32301			
City, State, and Zip				

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

AUTHORIZED REPRESENTATIVE, LAURA R. DUNLAP

Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

25.00 Designation of Registered Agent 30.00 Certified Copy (OPTIONAL)

5.00 Certificate of Status (OPTIONAL)

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delawara corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of HODIFIT LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by faceimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This limited Power of Atto	exmey is executed on this , 2000.
Dotte Singleton	Jun
WITNESS //	SIGNATURE
Dotty Singleton	WILLIAM DAVID MEShane
TYPED OR PRINTED NAME	TYPED OR PRINTED NAME
Mery 5 Rivera	
WITHNESS	

CRL