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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 28 PM 4:01

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LIMITED LIABILITY COMPANY

Northend Athletic Club, LLC

Certificate of Status	1
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EFFECTIVE DATE
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Northend Athletic Club, LLC

Article II. Address

The Company's street and mailing address is:
Northend Athletic Club, LLC
16890 122nd Drive North
Jupiter FL 33478

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Gary P. Kingsley
16890 122nd Drive North
Jupiter FL 33478

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Keith A. Lowe | FL Bar Member 0705683
2233 Coventry Drive
Winter Park FL 32792
407-681-2251

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Article V. Management

This will be a member-managed company. The name of each member is:

Gary P. Kingsley

Article VI. Company Existence

The Company's existence shall begin effective as of April 27, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on April 28, 2000.



KEITH A. LOWE
by R.A. Reyes as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Northend Athletic Club, LLC

REGISTERED AGENT/OFFICE:
Gary P. Kingsley
16890 122nd Drive North
Jupiter FL 33478

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


GARY P. KINGSLEY
by R.A. Reyes as attorney-in-fact

Date: April 28, 2000

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Keith A. Lowe | FL Bar Member 0705683
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