

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8700 • 1-800-342-8702 • Fax (850) 222-1122

L00000005054

Integra Fitness Systems, LLC

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ L.C. File *Certs*
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ✓ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -3 PM 1:30

W 5/3

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY -3 PM 12:05

RECEIVED

Signature _____

Requested by: *LM 5/3*

Name _____ Date _____ Time *10:21*

Walk-In _____ Will Pick Up _____

4p

**ARTICLES OF ORGANIZATION OF
INTEGRA FITNESS SYSTEMS, LLC**

The undersigned, PETER BENSON, a natural person competent to contract and a member of INTEGRA FITNESS SYSTEMS, LLC, hereby presents these Articles of Organization as the Articles of Organization of INTEGRA FITNESS SYSTEMS, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

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08 MAY -3 PM 1:30
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the limited liability company is:

Integra Fitness Systems, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the Company is 698 Heinberg, Suite 107, Pensacola, Florida 32501.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the 1st day of May, 2000. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 698 Heinberg, Suite 107, Pensacola, Florida 32501, and the name of the registered agent at that address is Peter Benson.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its managers. Each owner of Class A Units shall be entitled to appoint one manager. The name and address of the initial manager are:

Peter Benson
698 Heinberg, Suite 107
Pensacola, FL 32501

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Members owning issued and outstanding Class A Units shall have the right to admit new members of any class other than Class A by a majority vote of such issued and outstanding Class A Units. Any issuance of additional Class A Units shall require the consent of all members then holding Class A Units. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE VIII - RESTRICTION ON MEMBERSHIP

A member may not sell or otherwise transfer his Membership Units until the member has complied with the restrictions, including a right of first offer and a right of first refusal, contained in the Operating Agreement for the Company.

ARTICLE IX - AMENDMENT

These Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act but only with the consent of all members holding Class A Units.

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00 MAY -3 PM 1:30
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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MEMBER:


PETER BENSON

Date: 4/28, 2000

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Integra Fitness Systems, LLC. Further, I am familiar with and accept the duties and obligations of such designation.


PETER BENSON

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