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K Wheeler

LIMITED LIABILITY AMENDMENT

LIFESTYLE FAMILY FITNESS, LLC

Certificate of Status	0
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**THIRD AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

**LIFESTYLE FAMILY FITNESS, LLC
(a Florida Limited Liability Company)**

The undersigned, being a member of LIFESTYLE FAMILY FITNESS, LLC, a Florida limited liability company (the "Company"), certifies that this Third Amended and Restated Articles of Organization was duly adopted by the Company and amends, restates and replaces in its entirety the Articles of Organization for the Company originally filed with the Florida Department of State on May 23, 2000, as amended and restated by the Amended and Restated Articles of Organization filed with the Florida Department of State on July 28, 2000, as further amended and restated by the Second Amended and Restated Articles of Organization filed on December 6, 2000. This Third Amended and Restated Articles of Organization of Lifestyle Family Fitness, LLC is as follows:

ARTICLE I

Name

The name of this Limited Liability Company is **LIFESTYLE FAMILY FITNESS, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 1000 112th Circle North, Suite 100, St. Petersburg, FL 33716.

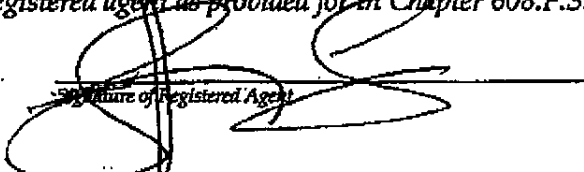
ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The Florida street address of the registered office of this Company is: 1000 112th Circle North, Suite 100, St. Petersburg, FL 33716, and the name of the registered agent of the Company at that address is Geoffrey A. Dyer, President.

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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.


Signature of Registered Agent
ARTICLE IV

Company Management

The Company shall be manager - managed under the direction of a Management Committee (the "Management Committee"), which Management Committee shall be comprised of managers elected and qualified as set forth in the Company's Operating Agreement, as the same may be amended from time to time.

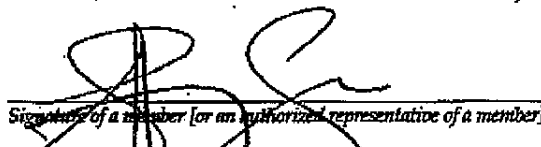
IN WITNESS WHEREOF, the undersigned member has signed these Articles of Organization this 9th day of November, 2001.

ARTICLE V

Miscellaneous

It is the intent of the Company and its members to hereby amend, restate and replace in its entirety the Company's Articles of Organization.

LIFESTYLE FAMILY FITNESS II, INC.


Signature of a member (or an authorized representative of a member)
Print Name: Geoffrey A. Dyer
Title: President

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