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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
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PLEASE REPLY TO
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TELEPHONE (904) 829-9066
FAX (904) 825-4862

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL

FRANK D. UPCHURCH
(1894-1986)

August 15, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/17/00--01076--012
***160.00 ***160.00

Re: National Sports Performance Institute, LLC
Our File No. 9-00-286

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Organization of the above-named limited liability company, along with our check payable to the Secretary of State in the amount of \$160 (\$100 filing fee, \$25 registered agent fee, \$30 certified copy fee and \$5 certificate of status fee). Please file the articles and furnish me with a certified copy of the document and a certificate of status.

Thank you for your assistance.

Sincerely yours,

Tracy Wilson Upchurch
Tracy Wilson Upchurch

TWU/nam
Enclosures

FILED
30 AUG 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NATIONAL SPORTS PERFORMANCE INSTITUTE, L.L.C.

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is National Sports Performance Institute, L.L.C.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address

The mailing and street address of the Company's principal office is 105 Southpark Boulevard, St. Augustine, Florida 32086.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Registered Agent and Office

The street address and mailing address of the initial registered office is Upchurch, Bailey and Upchurch, P.A., 780 North Ponce de Leon Boulevard (32084), Post Office Drawer 3007 (32085), St. Augustine, Florida. The name of the registered agent for service of process at that address is Tracy Wilson Upchurch.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

ARTICLE VI

Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as provided in the Operating Agreement.

ARTICLE VII

Managers

The Company shall be a manager managed company. The initial managers shall be:

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TALLAHASSEE, FLORIDA

Deborah A. Jackson	105 Southpark Boulevard St. Augustine, Florida 32086
Dale C. Ingram	105 Southpark Boulevard St. Augustine, Florida 32086
Joseph N. Webb	105 Southpark Boulevard St. Augustine, Florida 32086
Lynn M. O'Donnell	105 Southpark Boulevard St. Augustine, Florida 32086

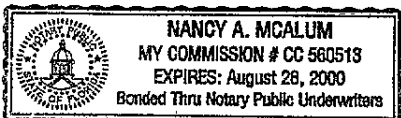
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 11th day of August, 2000.

Deborah A. Jackson
 Deborah A. Jackson

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 00 AUG 17 AM 8:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA
 COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 11 day of August, 2000, by Deborah A. Jackson, who () is personally known to me or () has produced Florida driver's license number _____ as identification.



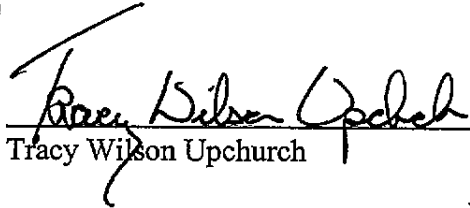
Nancy A. McAlum
 Notary Public

(Name of Notary printed, typed or stamped)
 My commission number: _____
 My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED August 11th, 2000.



Tracy Wilson Upchurch

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