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Division of Corporations

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FOLEY & LARDNER

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To: Division of Corporations
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From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
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LIMITED LIABILITY COMPANY

PROFESSIONAL FITNESS L.L.C.

Certificate of Status	0
Certified Copy	2
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PROFESSIONAL FITNESS L.L.C.

TO: Florida Department of State

These Articles of Organization of Professional Fitness L.L.C., dated as of August 24, 2000, are executed and filed by Joseph Coates, 351 South Roscoe, Ponte Vedra, Florida 32082, an authorized person to form a limited liability company under the Florida Limited Liability Company Act (Sections 608.401-608.514)(the "Act").

ARTICLE I

The name of this limited liability company is Professional Fitness L.L.C.

ARTICLE II

The purpose of the limited liability company is to manage and operate one or more personal fitness training facilities in the State of Florida.

ARTICLE III

The post office address of the limited liability company's initial registered agent and the name of its initial registered agent at that office is F&L Corp., 200 Laura Street, Jacksonville, FL 32202-3510. Said corporate registered agent has a place of business at that address. A copy of the said registered agent's consent pursuant to Article 608.407(c) of the Act is attached to these Articles of Organization.

ARTICLE IV

The period of the limited liability company's duration shall be perpetual.

ARTICLE V

The mailing address and street address of the principal office of the limited liability company is Tournament Plaza, 830-10 AIA North, Ponte Vedra, Florida 32082.

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ARTICLE VI

The Company may admit additional members pursuant to the terms and conditions of an operating agreement which must be signed by all of the present members.

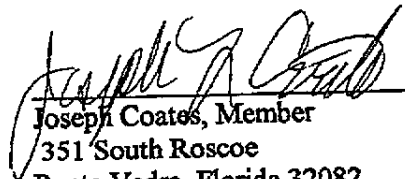
ARTICLE VII

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, if there is at least one remaining member, the remaining members may continue the limited liability company pursuant to the terms and conditions set forth in the operating agreement.

ARTICLE VIII

The management of the limited liability company is reserved to the members. The and address of the initial managing member is Joseph Coates whose address is 351 South Roscoe, Ponte Vedra, Florida 32082.

IN WITNESS WHEREOF, I have subscribed these Articles of Organization and do hereby affirm the foregoing as true under the penalties of perjury this 24 day of August, 2000.



Joseph Coates, Member
351 South Roscoe
Ponte Vedra, Florida 32082

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of PROFESSIONAL FITNESS L.L.C. (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 25th day of August, 2000.

F & L CORP.

By: 

Chauncey W. Lever, Jr.
Authorized Signatory

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TALLAHASSEE, FLORIDA

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