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REPLY TO
ST. PETERSBURG

September 13, 2000

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500003394495--5
-09/15/00--01047--001
****125.00 ****125.00

Re: Filing of Articles of Organization for
GOLD's GYM SUNCOAST ALLIANCE, LLC

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Organization for Gold's Gym Suncoast Alliance, LLC. Enclosed is our check in the amount of \$125 for the filing fee.

Please send a certified copy of the Articles of Organization to our St. Petersburg office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
enc.

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00 SEP 15 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-11264
9-19
[Handwritten initials and signatures]

ARTICLES OF ORGANIZATION
FOR
GOLD'S GYM SUNCOAST ALLIANCE, LLC

ARTICLE I - Name

The name of this limited liability company shall be GOLD'S GYM SUNCOAST ALLIANCE, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this limited liability company is organized to operate a trade alliance amongst Gold's Gyms as well as for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - Principal Office

The mailing address and the street address of this limited liability company shall be: 6421 - 66th Street North, Dallas Park, Florida 33781.

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TALLAHASSEE, FLORIDA

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability company and the street address of the initial registered agent is: Douglas K. Pearson, 6421 - 66th Street North, Pinellas Park, Florida 33781.

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - Initial Manager

This limited liability company shall be managed by one or more managers. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Douglas K. Pearson
6421 66th Street North
Pinellas Park, Florida 33781

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - Members' Right to Continue Business

The members remaining after the death, resignation, resignation, expulsion, bankruptcy, or dissolution of a member

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TALLAHASSEE FLORIDA

any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to the approval by the unanimous vote of the remaining members; provided that there be at least be one member.

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of September, 2000.


DOUGLAS K. PEARSON

Authorized Representative of
the Members

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of September, 2000, by DOUGLAS K. PEARSON, who is personally known to me and who did take an oath.

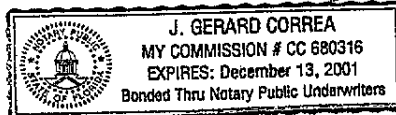
NOTARY PUBLIC

Sign 

Print

State of Florida at Large
My commission expires

FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



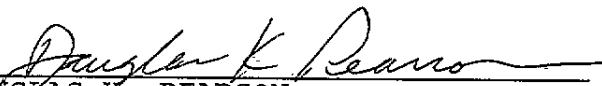
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That GOLD'S GYM SUNCOAST ALLIANCE, LLC, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Pinellas Park, County of Pinellas, State of Florida, has named DOUGLAS K. PEARSON, whose address is 6421 - 66th Street North, Pinellas Park, Florida, 33781, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


DOUGLAS K. PEARSON
Registered Agent

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00 SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA