



# NELSON & BISCONTI LLP

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ALSO LICENSED IN WASHINGTON D.C.

BANKING LAW  
CORPORATE LAW  
BUSINESS STRUCTURES  
STATE AND FEDERAL ARBITRATIONS &  
MEDIATIONS

November 14, 2000

L00000015655

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: PROFESSIONAL FITNESS CONSULTING, L.L.C.

500003502845--0  
-12/15/00--01098--002  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sirs:

Please find enclosed my check in the amount of one hundred twenty-five dollars (\$125.00) with regard to the filing fee and designation for registered agent for the above-referenced limited liability corporation.

Should you need anything further, please do not hesitate to call.

Sincerely,

  
G. MICHAEL NELSON

Name	
Availability	GWN/sdc
Enclosures	
Examiner	
Updater	
Updater Verifier	
Acknowledgement	
A. P. Verifier	

FL WC  
12/18/00

00 DEC 15 PM 1:38  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Operating Agreement  
Exhibit B  
ARTICLES OF ORGANIZATION  
FOR  
PROFESSIONAL FITNESS CONSULTING, L.L.C.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 15 PM 1:38

**ARTICLE I**

**NAME:** The name of the limited liability company is

PROFESSIONAL FITNESS CONSULTING, L.L.C.

**ARTICLE II**

**DURATION:** The period of duration for the limited liability company shall be from the date of registration until termination.

**ARTICLE III**

**PURPOSE:** The limited liability company is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**LIMITED LIABILITY COMPANY PRINCIPAL OFFICE:** The principal office address and the mailing address of the limited liability company are:

718 W. MLK Boulevard, Suite 200  
Tampa, Florida 33603-3104

**ARTICLE V**

**INITIAL REGISTERED AGENT AND OFFICE:** The name of the initial registered agent and the street address of the initial registered office of the limited liability company are:

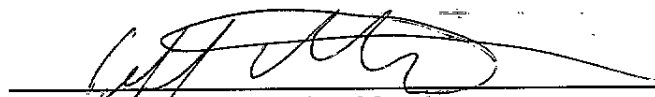
G. MICHAEL NELSON, ESQUIRE  
Nelson & Bisconti, L.L.P.  
718 W. MLK Boulevard, Suite 200  
Tampa, Florida 33603-3104

*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, Florida Statutes.*

  
G. MICHAEL NELSON, ESQUIRE

#### ARTICLE VI

**INITIAL MANAGEMENT:** The limited liability company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

  
JEFF WHITE, Managing Member  
Signature of a member or an authorized representative of a member.

(In accordance with section 6.08.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

#### ARTICLE VII


**ADMISSION OF ADDITIONAL MEMBERS:** Additional members may be admitted only upon the unanimous vote of the existing members.

#### ARTICLE VIII

**ORGANIZOR:** The name and address of the persons signing these Articles of Organization as agent for PROFESSIONAL FITNESS CONSULTING is:

G. MICHAEL NELSON, ESQUIRE  
Nelson & Bisconti, L.L.P.  
718 W. MLK Boulevard, Suite 200  
Tampa, Florida 33603-3104

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 10 day of December, 2000.

  
G. MICHAEL NELSON, ESQUIRE

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 10 day of December, 2000, by G. MICHAEL NELSON, ESQUIRE who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.

NOTARY PUBLIC

  
My Commission Expires:

