000053**CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 096873 4329743

AUTHORIZATION :

COST LIMIT : \$ 160.00

ORDER DATE: March 29, 2001

ORDER TIME: 10:28 AM

ORDER NO. = 096873-005

CUSTOMER NO: 4329743

CUSTOMER: David J. Freeman, Esq. David J. Freeman, Esq.

Ferris Business Center

220 Ferris Avenue __

White Plains, NY 10603-3453

DOMESTIC FILING

PILATES INSTITUTE OF FORT NAME:

LAUDERDALE LLC

EFFECTIVE DATE: -

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY ...

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandy Mathis - EXT. 1165

EXAMINER'S INITIALS:

000003972140--2

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Pilates Institute of Fort Lauderdale LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

David J. Freeman, Esq.,

C/o Ferris Business Center, 220 Ferris Avenue, White Plains, NY 10603.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

David J. Freeman, Esq.
Name
1517 Southeast 2nd Street
Florida street address (P.O. Box NOT acceptable)
Fort Lauderdale FL 33301
City, State, and Zip

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 as provided for in Chapter 608, F.S..

> David J. Free Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article/shust be added if an effective date is requested)

Signature of a meraber or an authorized representative of a member.

(In accordance with section 608,408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penaltics of perjury that the facts stated herein are true.)

> David J. Freeman, Member Typed or printed name of signee

> > FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent

30.00 Certified Copy (OPTIONAL)
5.00 Certificate of Status (OPTIONAL)