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SNEED &
CATALAN

PAUL M. EAKIN, P.A.
JEFFREY J. SNEED
CYNTHIA L. CATALAN
D. RANDALL BRILEY
TERESA H. ELLIS

ATTORNEYS AT LAW

May 8, 2001

599 ATLANTIC BOULEVARD, SUITE 4
ATLANTIC BEACH, FL 32233

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

TELEPHONE: 904-247-6565
TELECOPY: 904-247-6535

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
THE JACKSONVILLE ATHLETIC CLUB, L.L.C.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for THE JACKSONVILLE ATHLETIC CLUB, L.L.C., together with our check in the amount of \$168.75 in payment of the following fees:

Filing fee	\$ 125.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$ 168.75

Please return a certified copy of the Articles of Incorporation to this office.

Sincerely yours,

R Lodise

Rita Lodise
Legal Assistant to
Paul M. Eakin
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

The Jacksonville Athletic Club, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and Principal Address

The name of the limited liability company shall be: The Jacksonville Athletic Club, L.L.C. and its principal office shall be located at 4314 Chelsea Harbor Dr. W., Jacksonville, Duval, County, Florida 32224, but it shall have the power and authority to establish branch offices at any other place or places, the members may designate. The mailing address shall be the principal address.

ARTICLE II

Purposes and Powers

In addition to the powers authorized by the laws of the

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TALLAHASSEE FLORIDA

State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, in which the limited liability company is authorized to transact, shall be as follows: To engage in any activity or business authorized under the Florida statutes.

ARTICLE III
Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time and the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
Management

This limited liability company shall be managed by its Operating Manager. The name and address of the person who shall serve until the first annual meeting of members, or until his successor is elected and qualified, is as follows:

Chris Brock
4314 Chelsea Harbor Dr. W.
Jacksonville, Florida 32224

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TALLAHASSEE FLORIDA

ARTICLE V
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI
Capital Contributions

Capital contributions in the amount of \$ 50.00 each shall be paid to the limited liability company by its members, in equal shares. Contributions to capital by a member may consist of cash, property or services rendered, or a promissory note or other

obligation to contribute cash or property or to perform services. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares unless otherwise determined by the members.

ARTICLE VII
Profits and Losses

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TALLAHASSEE FLORIDA

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits unless otherwise determined by the members. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares unless otherwise determined by the members.

ARTICLE VIII

Duration

This limited liability company shall have perpetual existence, until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

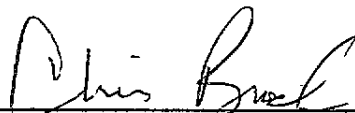
ARTICLE IX

Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is: 599 Atlantic Boulevard, Ste. 4, Atlantic Beach, Florida 32233, County of Duval, State of Florida, and the name of the company's initial registered agent at that address is: D. Randall Briley, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of The Jacksonville Athletic Club, L.L.C.

Executed by the undersigned at 599 Atlantic Boulevard, Suite 4, Atlantic Beach, Florida 32233 on the 2nd day of May, 2001.


Chris Brock

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SECRETARY OF STATE

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TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA
COUNTY OF DUVAL**

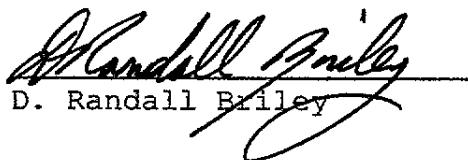
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c), Florida Statutes, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is The Jacksonville Athletic Club, L.L.C.

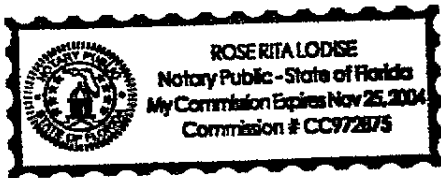
The name of the registered agent for The Jacksonville Athletic Club, L.L.C., is D. Randall Briley, and the street address of the company's principal office where the agent is located is 599 Atlantic Boulevard, Ste. 4, Atlantic Beach, Florida 32233.

This statement is to acknowledge that, as indicated above, The Jacksonville Athletic Club, L.L.C has appointed me, D. Randall Briley, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 8 day of May, 2001.


D. Randall Briley

8 The foregoing instrument was acknowledged before me this day of May, 2001 by D. Randall Briley, agent on behalf of The Jacksonville Athletic Club, L.L.C., a limited liability company. He is personally known to me.



Rose Rita Lodise
NOTARY PUBLIC

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TALLAHASSEE FLORIDA