

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L01000008149
FILED
May 22, 2001
Sec. Of State**

Article I

The name of the Limited Liability Company is:

R.S. FITNESS, LLC.

Article II

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

1101 N. PALAFOX STREET
PENSACOLA, FL. 32501

The mailing address of the Limited Liability Company is:

1101 N. PALAFOX STREET
PENSACOLA, FL. 32501

Article III

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

FRANK E STEVENSON
1101 N. PALAFOX STREET
PENSACOLA, FL. US 32501

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.

Registered Agent Signature: FRANK E. STEVENSON

Signature of member or an authorized representative of a member

Signature: FRANK E. STEVENSON