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To:

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From:

Account Name : WINDERNEEDLE, HAINES, WARD & WOODMAN, P.A.  
Account Number : 076077002775  
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LIMITED LIABILITY COMPANY

Cardio Club Fitness Centers, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
FOR  
CARDIO CLUB FITNESS CENTERS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned (the "Members") acting as the organizer of Cardio Club Fitness Centers, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is Cardio Club Fitness Centers, LLC.

**ARTICLE II  
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III  
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office of this Company is 1803 Park Center Drive, Suite 220, Orlando, Florida 32835. The street address of the initial registered office of this Company is 250 Park Avenue South, 5<sup>th</sup> Floor, Winter Park, Florida 32789 and the name of the initial registered agent of this Company at that address is Randolph J. Rush.

**ARTICLE IV  
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

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**ARTICLE V**  
**MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement.

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

The Company shall admit new Members as provided in the Operating Agreement of the Company.

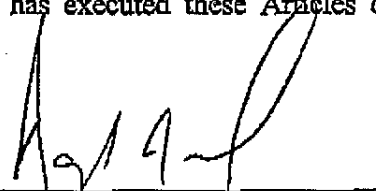
**ARTICLE VII**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

Unless otherwise provided in the Operating Agreement of the Company, the Company shall not be dissolved upon the death, retirement, resignation, expulsion, or bankruptcy of a Member.

**ARTICLE VIII**  
**AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization as of the 11<sup>th</sup> day of June, 2001.

  
\_\_\_\_\_  
Randolph J. Rush

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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June, 2001, by Randolph J. Rush, who is personally known to me or has produced \_\_\_\_\_ as identification.

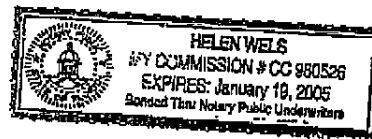


NOTARY SIGNATURE

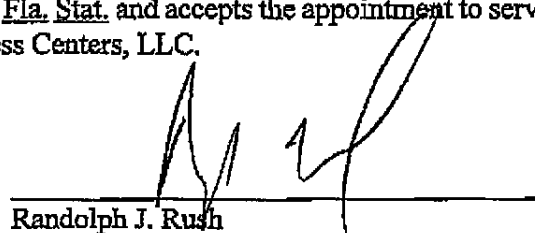
Print Name: \_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of Cardio Club Fitness Centers, LLC.

  
Randolph J. Rush

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