

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : BURKE AND BLUE, P.A.
Account Number : 072100000111
Phone : (850) 769-1414
Fax Number : (850) 784-0857

LIMITED LIABILITY COMPANY

ACHIEVE FITNESS, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION**FOR****ACHIEVE FITNESS, LLC**

a Florida Limited Liability Company

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The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **ACHIEVE FITNESS, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 4185 West Lake Mary Boulevard, P. O. Box 117, Lake Mary, Florida, 32746.

ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

M. Todd Burke, Esq.
Burke & Blue, P.A.
586 Grand Blvd., Suite 100
Destin, FL 32550
FBN:152048
A00215-12214

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ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the members are:

<u>NAME</u>	<u>ADDRESS</u>
Sam Levy	18138 Wedge Parkway Reno, Nevada 89511
Beth Tossett	73 Creekwater Terrace #213 Lake Mary, Florida 32746
Kevin Levy	2919 Desert Court Mandeville, LA 70448

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TALLAHASSEE, FLORIDA**ARTICLE V - REGISTERED OFFICE AND AGENT**

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

M. Todd Burke, Esq.
Burke & Blue, P.A.
586 Grand Boulevard
Suite 100
Destin, Florida 32541

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned authorized representative has made and
subscribed these articles of organization at Destin, Walton County, Florida, on this 28th day of
August, 2001.


M. Todd Burke

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Achieve Fitness, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 4185 West Lake Mary Boulevard, Lake Mary, Florida, 32746 has named M. Todd Burke, Esq., located at 586 Grand Boulevard, Suite 100, Destin, County of Walton, State of Florida, 32550 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


M. TODD BURKE

(Resident Agent)

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