

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

**L02000000376
FILED
January 04, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:

GENESIS HEALTH CLUB LLC

Article II

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

118 NORTH WASHINGTON ST.
PERRY, FL. US 32347

The mailing address of the Limited Liability Company is:

118 NORTH WASHINGTON ST.
PERRY, FL. US 32347

Article III

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

MAGGIE F GUNTER
118 NORTH WASHINGTON ST.
PERRY, FL. US 32347

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: MAGGIE F. GUNTER

Article IV

The Limited Liability Company is a manager managed company

Signature of member or an authorized representative of a member

Signature: JOHN W. GUNTER