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From:  
Account Name : GREEN SCHOENFELD & KYLE LLP  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Lady Fitness of Southwest Florida, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

**Articles of Organization**

**of**

**Lady Fitness of Southwest Florida, LLC**

**A Florida Limited Liability Company**

1. **Name.** The name of this limited liability company is Lady Fitness of Southwest Florida, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 608, Florida Statutes.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. **Place of Business.** The mailing address and street address of the Company's principal office is 2830 S.W. 46th Street, Cape Coral, Florida 33914.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is James R. Pilcher. The street address of the initial registered agent of the Company is 2830 S.W. 46th Street, Cape Coral, Florida 33914.

6. **Management of the Company.** The Company shall be managed by a manager or managers and is, therefore, a manager-managed company.

7. **Additional Members.** Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. **Operating Agreement.** The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

11. **Transfer of Interest.** Except as otherwise provided in an Operating Agreement adopted for the Company, no member shall have the right to transfer any

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interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned, constituting all of the members of the Company, executed these Articles of Organization effective as of February 8, 2002. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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Members:

*James R. Pilcher, Trustee*  
James R. Pilcher, Trustee, James R.  
Pilcher Trust, Member

*Deborah K. Pilcher, Trustee*  
Deborah K. Pilcher, Trustee, Deborah K.  
Pilcher Trust, Member

**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
James R. Pilcher, Registered Agent

Dated: February 8, 2002

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