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TRANSMITTAL LETTER
FLORIDA LIMITED LIABILITY COMPANY

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600004791606--3
-01/23/02--01055--004
****130.00 ****130.00

Subject: Ponte Vedra Fitness LLC

Enclosed is an original and one(1) copy of the articles of organization and a check for \$130.00 for filing fee and Certificate of Status.

FROM: Mr. James T. McGibony III
5150 Palm Valley Road #408
Ponte Vedra Beach, FL
32082

100-8100
FILED
2002 FEB 20 AM 8:32
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 2002

JAMES T. MCGIBONY III
5150 PALM VALLEY RD
#408
PONTE VEDRA BEACH, FL 32082

SUBJECT: PONTE VEDRA FITNESS LLC
Ref. Number: W02000002408

We have received your document for PONTE VEDRA FITNESS LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 102A00004776

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is :

Ponte Vedra Fitness LLC

ARTICLE II ADDRESS

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

5150 Palm Valley Road #408
Ponte Vedra Beach, Fl
32082

ARTICLE III REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

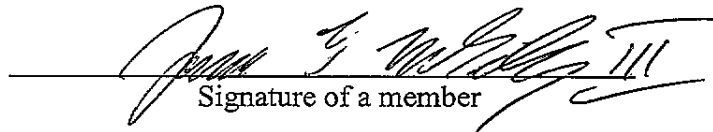
The name and the Florida street address of the registered agent are:

Mr. James T. McGibony III
5150 Palm Valley Road #408
Ponte Vedra Beach, Fl
32082

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 as provided for in Chapter 608, F. S.


Signature/Registered Agent

2/3/02
Date


Signature of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Mr. James T. McGibony III
Typed or printed name of member

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2002 FEB 20 AM 8:32
DAVID J. COOPERATIONS
TALLAHASSEE, FLORIDA