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LISA Y. PITELL
Attorney at Law
812 St. Kitts Cove
Niceville, Florida 32578
lisa@glencoenet.com

Telephone (850) 897-5873

Facsimile (850) 897-2632

May 7, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

5/10

MJH

Re: *Filing of Generation Fitness & Co., LLC*

400005503784--6
-05/10/02--01089--017
****125.00 ****125.00

Dear Sir or Madam:

Enclosed please find one (1) Original and one (1) Copy of the *Articles of Incorporation* for the above referenced entity. Also enclosed is my check, in the amount of \$125.00, representing the filing fee.

Once filed, please return the the Certificate of Incorporation and a copy of the date-stamped Articles to me. I have enclosed a self-addressed, postage-paid envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Lisa Y. Pitell
Attorney at Law

/lyp
Enc.

FILED
02 MAY 10 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
GENERATION FITNESS & CO., LLC

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be GENERATION FITNESS & CO., LLC.

ARTICLE II
DURATION

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 812 St. Kitts Cove, Niceville, Florida 32578. The mailing address of the limited liability company is 812 St. Kitts Cove, Niceville, Florida 32578.

FILED
MAY 10 AM 8:57
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 812 St. Kitts Cove, Niceville, Florida 32578 and the name of the initial registered agent at that address is LISA Y. PITELL.

ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII
MANAGEMENT

The names and addresses of the initial managers of the limited liability company is as follows:

Lisa Y. Pitell
812 St. Kitts Cove
Niceville, Florida 32578

April R. Frisbee
5-A Anderson Street
Sheppard AFB, Texas 76311

Kumi K. Wright
4-B Anderson Street
Sheppard AFB, Texas 76311

Tonice R. White
4201 Cedar Elm, Apt B-113
Wichita Falls, Texas 76308

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE VIII
INITIAL MEMBERS

The names and addresses of the initial members of this limited liability company are as follows:

Lisa Y. Pitell
812 St. Kitts Cove
Niceville, Florida 32578

April R. Frisbee
5-A Anderson Street
Sheppard AFB, Texas 76311

Kumi K. Wright
4-B Anderson Street
Sheppard AFB, Texas 76311

Tonice R. White
4201 Cedar Elm, Apt B-113
Wichita Falls, Texas 76308

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X
DISSOLUTION

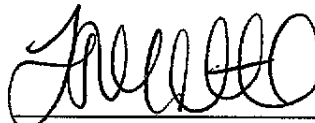
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hand and seal on this the 24 day of April, 2002, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

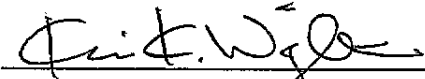
MEMBER:



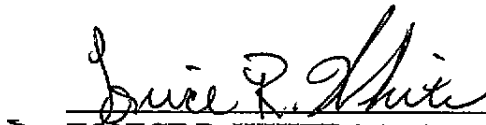
LISA Y. PITELL, Member



APRIL R. FRISBEE, Member



KUMI K. WRIGHT, Member



TONICE R. WHITE, Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 21st day of April, 2002, by **Lisa Y. Pitell**, who personally appeared and who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of April, 2002.



Heather Greenlee

Notary Public

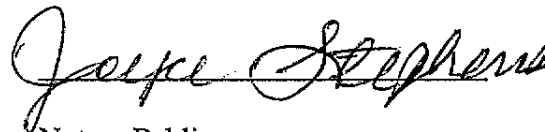
My commission expires:



STATE OF TEXAS
COUNTY OF WITCHITA

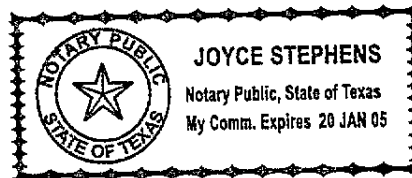
The foregoing instrument was executed and acknowledged before me this 24 day of April, 2002, by **April R. Frisbee**, who personally appeared and who produced a valid driver's license and who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 24 day of April, 2002.



Notary Public

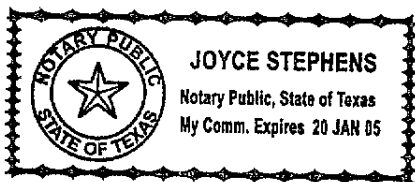
My commission expires:



STATE OF TEXAS
COUNTY OF WITCHITA

The foregoing instrument was executed and acknowledged before me this 24 day of April, 2002, by **Kumi K. Wright**, who personally appeared and who produced a valid driver's license and who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 24 day of April, 2002.



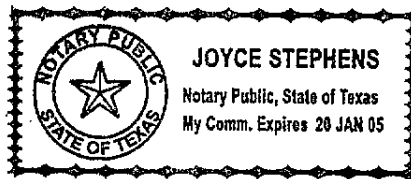
Joyce Stephens
Notary Public
My commission expires:

STATE OF TEXAS
COUNTY OF WITCHITA

The foregoing instrument was executed and acknowledged before me this 24 day of April, 2002, by **Tonice R. White**, who personally appeared and who produced a valid driver's license and who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 24 day of April, 2002.

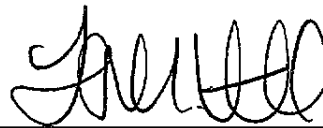
Joyce Stephens
Notary Public
My commission expires:



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

Pursuant to Section 608.415, Florida Statutes, the following is submitted: GENERATION FITNESS & CO., LLC, desiring to organize under the laws of the State of Florida with its principal place of business at 812 St. Kitts Cove, Niceville, Florida 32579, has named **Lisa Y. Pitell** as its agent to accept service of process within the State of Florida and whose address is 812 St. Kitts Cove, Niceville, Florida 32578.

MEMBER:



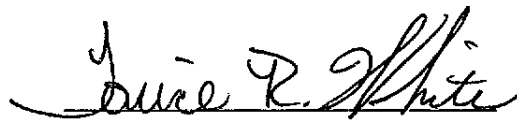
LISA Y. PITELL, Member



APRIL R. FRISBEE, Member



KUMI K. WRIGHT, Member



TONICE R. WHITE, Member

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



LISA Y. PITELL, Registered Agent