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May 15, 2002

BY UPS OVERNIGHT
TRACKING # 1Z 44A W50 22 1000 044 4

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/16/02--01062--002
****195.00 ****160.00

Subject: Mission Fitness, Inc.
Mission Fitness, L.L.C.

To Whom It May Concern:

Enclosed please find the following documents:

1. Original plus one copy of Articles of Dissolution for Mission Fitness, Inc.;
2. Original plus one copy of the Articles of Organization for Mission Fitness, L.L.C.;
3. My firm Trust Account Check # 1729 in the amount of \$195.00, which represents the fee for dissolving Mission Fitness, Inc., the fee for filing Mission Fitness L.L.C., plus a certified copy and certificate of status.

Upon review and acceptance, please return the copies and other appropriate documents to me at my firm address above, along with information on how to obtain a Tax Identification Number.

If you have any questions about the foregoing or the enclosed, please feel free to contact me at my office telephone number. Thank you for your kind and expeditious handling of the foregoing.

Very truly yours,


JOANNE FANIZZA

JF/mps
Enclosures (noted)

FILED
02 MAY 16 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gpl
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ARTICLES OF ORGANIZATION OF
MISSION FITNESS, L.L.C.

The undersigned, serving as members, adopt the following Articles of Organization for the entity described herein pursuant to the Florida Limited Liability Company Act:

Article I
NAME

The name of this limited liability company is **Mission Fitness, L.L.C.**

Article II
PRINCIPAL OFFICE

The mailing address and the street address of the principal office are **2215 N.E. 37th Drive, #134, Fort Lauderdale, Broward County, Florida 33308.**

Article III
PURPOSE

This limited liability company is organized for the purpose of transacting any and all lawful business permitted by the Florida Limited Liability Company Act and not inconsistent with any other law.

Article IV
REGISTERED AGENT/INITIAL REGISTERED OFFICE

The Registered Agent of the limited liability company is **Jason M. Weimerskirch**, and the initial registered office of this corporation is **2115 N.E. 37th Drive, # 134, Fort Lauderdale, Broward County, Florida 33308.**

Article V
MANAGEMENT

This limited liability company shall be managed by its members. The name and address of the managing member is:

Judith Jochem, Managing Member
2115 N.E. 37th Drive. # 134
Fort Lauderdale, Florida 33308

The name and address of the person executing these Articles of Organization are:

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TALLAHASSEE, FLORIDA

Jason M. Weimerskirch
2115 N.E. 37th Drive. # 134
Fort Lauderdale, Florida 33308

Article VI
INDEMNIFICATION

This limited liability company shall indemnify and hold harmless any members or officers, or any former members or officers, to the full extent permitted by law. The members and officers shall not have personal liability for any debts of the limited liability company, to the full extent permitted by law.

Article VII
AMENDMENTS

This limited liability company reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Organization, or any amendments thereto, in accordance with Florida law; any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Organization on this 15th day of May, 2002.


Jason M. Weimerskirch

STATE OF FLORIDA)
):ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JASON M. WEIMERSKIRCH, who produced identification in the form of Florida Drivers License # Personally Known, and who is otherwise known to me to be the person who executed the foregoing Articles of Organization, and who also acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this 15 day of May, 2002.


NOTARY PUBLIC

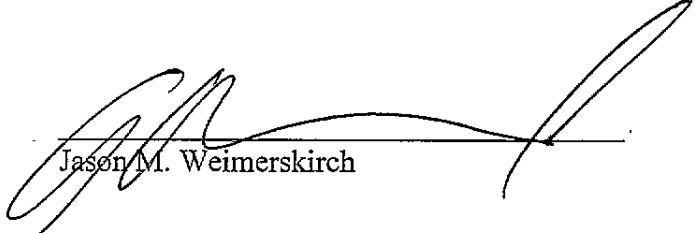
My commission expires:



CERTIFICATE OF REGISTERED AGENT

In compliance with Chapters 48 and 608, Florida Statutes, and any other applicable laws, **Mission Fitness, L.L.C.**, desiring to organize and/or qualify as a corporation under the laws of the State of Florida, and with its principal place of business at **2115 N.E. 37th Drive, # 134, Fort Lauderdale, Florida**, does hereby designate **Jason M. Weimerskirch, 2115 N.E. 37th Drive, # 134, Fort Lauderdale, Florida**, as its registered agent to accept service of process within Florida.

Dated this 15th day of May, 2002.


Jason M. Weimerskirch

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, I hereby accept my appointment as Registered Agent simultaneously with my designation as same, I agree to comply with the provisions of all statutes pertinent to the proper and efficient performance of my duties as same, and I further attest that I am familiar with the obligations of the position.

Dated this 15th day of May, 2002.


Jason M. Weimerskirch

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