

L02000018691

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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Effective Date
7-19-02

LIMITED LIABILITY COMPANY

CLUB FIT HOLDINGS, LC

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

EMPIRE

SUBJECT: CLUB FIT HOLDINGS, LC
REF: W02000021308

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent you have listed had a name change on July 18, 2002. Please list the new name in the articles.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

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Trevor Brumbley
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ARTICLES OF ORGANIZATION
FOR
CLUB FIT HOLDINGS, LC
(A Florida Limited Liability Company)

③

ARTICLE I - Name:

The name of the Limited Liability Company is CLUB FIT HOLDINGS, LC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 9900 Griffin Road, Cooper City, Florida 33328.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual, unless dissolved in a manner provided by law, or as determined by the vote of the managers.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers, and is, therefore, a manager - managed company. The initial managers of the Limited Liability Company are as follows:

ANTONIO J. CAPATO, 9900 Griffin Road, Cooper City, Florida 33328;
PHILIP J. LEONARD, 9900 Griffin Road, Cooper City, Florida 33328;
WILLIAM GREENBERG, 2929 Purchase Street, Purchase, New York 10577
JON M. ROSENBLATT, 110 W 25th Street, 8th floor, New York, NY 10001

The managers shall have the right to appoint such officers to act on behalf of the Limited Liability Company (i.e., President, Vice President, Secretary, Treasurer, and Assistants) as are set forth in the Operating Agreement of the Limited Liability Company. The powers, duties and responsibilities of the managers and officers of the Limited Liability Company shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE V - Registered Agent:

The name and the Florida street address of the registered agent of the Limited Liability Company is Krongold & Singer, P.L., whose address is 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

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ARTICLE VI-Indemnification of Members, Managers and Officers:

This company, its receiver or its trustee (in the case of its receiver or trustee, to the extent of this company's property) shall indemnify, hold harmless from and pay all judgments and claims against each member or manager, and any shareholders, officers, directors, employees, managers or members of such member or manager, relating to any liability or damage incurred by reason of any act performed or omitted to be performed by such indemnified party in connection with the business of this company, including attorneys' fees and expenses incurred by such indemnified party in connection with the defense of any action based on any such act or omission, which attorneys' fees and expenses may be paid as incurred, including all such liabilities under federal and state securities laws (including the Securities Act of 1933, as amended) as permitted by law. This company shall indemnify, hold harmless from and pay all expenses, costs or liabilities of any member or manager who for the benefit of this company makes any deposit, acquires any option or makes any other similar payment or assumes any obligation in connection with any property proposed to be acquired by this company, which action shall have been authorized or permitted under the terms of these Articles and who suffers any financial loss as a result of such action.

ARTICLE VII-Effective Date:

These Articles of Organization shall be effective as of July 19, 2002.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this 19th day of July, 2002.

Antonio Caputo

Authorized Representative of Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, the undersigned states he is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 19th day of July, 2002.

Krongold & Singer, P.L., Registered Agent

By: *Seymour N. Singer*

Seymour N. Singer, Member

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

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