

Division Corporation

Page 1 of 2

L020000021903

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000185825 5)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

**RESUBMIT**  
Please give original  
submission date as file date.

**LIMITED LIABILITY COMPANY**

**THE FITNESS COMPANY OF SOUTH FLORIDA, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

02 AUG 26 PM 3:15  
TALLAHASSEE, FLORIDA

8/26/02  
ust  
8/23/2002



## FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 23, 2002

CORPORATION SERVICE COMPANY

SUBJECT: THE FITNESS COMPANY OF SOUTH FLORIDA, LLC  
REF: W02000024624**RESUBMIT**  
Please give original  
submission date as file date.

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

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6097.

Marsha Thomas  
Document SpecialistFAX Aud. #: E02000185825  
Letter Number: 502A00049682

RECEIVED

02 AUG 26 PM 1:11

DIVISION OF CORPORATIONS

**RESUBMIT**original  
as file date.FILED  
02 AUG 26 PM 3:15  
TALLAHASSEE, FLORIDA

H02000185825 5

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

THE FITNESS COMPANY OF SOUTH FLORIDA, LLC

ARTICLE I - Name

The name of the Limited Liability Company is:

THE FITNESS COMPANY OF SOUTH FLORIDA, LLC

ARTICLE II Address:

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

9508 NW 38 STREET  
CORAL SPRINGS, FLORIDA 33065

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Kyle Brown  
9508 NW 38 Street  
Coral Springs, Florida 33065

ARTICLE V Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

H02000185825 5

H02000185825 5

## ARTICLE VI Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

## ARTICLE VII Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "Act") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## ARTICLE VIII Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE IX Membership and Contributions

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.


H02000185825 5

FILED  
02 AUG 26 PM 3:15  
TALLAHASSEE, FLORIDA

H02000185825 5

**ARTICLE X Regulations.**

**Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.**

  
Signature of a member (authorized representative of a member  
(In accordance with section 608.408(3), Florida Statute, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
02 AUG 26 PM 3:15  
TALLAHASSEE, FLORIDA

H02000185825 5

H02000185825 5

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
**THE FITNESS COMPANY OF SOUTH FLORIDA, LLC**
2. The name and address of the registered agent and office is:

Brian Louis Lipshy, Esq.  
Saraga & Lipshy, P.A.  
201 NE 1<sup>st</sup> Avenue  
Delray Beach, Florida 33444

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.

Signature

8/23/02  
Date

STATE OF FLORIDA }

COUNTY OF PALM BEACH }

ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, who is personally known to me ( ) or who did furnish \_\_\_\_\_ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_ day of August, 2002.



(Seal)

Notary Public

Daniel R. O'Neil  
Printed Name of Notary

H02000185825 5