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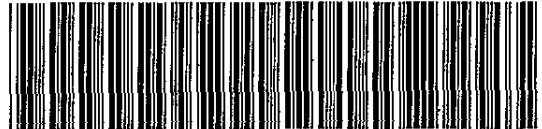
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DIVISION OF CORPORATIONS
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WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

1590 ISLAND LANE, SUITE 26
FLEMING ISLAND, FLORIDA 32003

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt.law@att.net

VIA OVERNIGHT DELIVERY

May 1, 2003

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

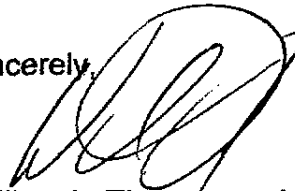
Re: **Fleming Island Training Center, LLC**

Dear Sir/Madame:

I have enclosed for filing the Amended Articles of Incorporation of Fleming Island Training Center, LLC. Please return a certified copy of the Amended Articles to this office. I also have enclosed a check in the amount of \$80.00 representing the filing fees.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm
Enclosures

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FLEMING ISLAND TRAINING CENTER , LLC**

The undersigned, for the purpose of setting forth amended and restated Articles of Organization of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Amended and Restated Articles of Organization and amend the Articles of Organization to the extent not consistent with these Amended and Restated Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company is "Fleming Island Training Center, LLC" (the "Company").

ARTICLE II

FILING OF ARTICLES OF ORGANIZATION

The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on September 23, 2002.

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DIVISION OF CORPORATIONS
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ARTICLE III

PURPOSES AND POWERS

The purpose for which the Company is organized is (a) operating a fitness center and (b) transacting any and all lawful business for which a corporation may be organized under the laws of the State of Florida. The Company shall not commingle its assets with those of any other entity.

ARTICLE IV

PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 1590-71 Island Lane, Orange Park, Florida 32003.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida is 1590-26 Island Lane, Fleming Island, Florida 32003. The name of the registered agent of the Company at such address is William L. Thompson, Jr.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company. The Operating Agreement of the Company may provide that the interest of any member of the Company who fails to make any contribution the member is obligated to make shall be subject to specified penalties for, or specified consequences of, such failure.

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ARTICLE VII

Operating Agreement

The members of the Company may enter into an Operating Agreement not inconsistent with these Articles of Organization for the operation of the Company and define the rights and obligations of the members of the Company. The Operating Agreement may be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to any Operating Agreement. The Operating Agreement to be effective shall be in writing and shall not be amended or modified except by a written instrument signed by all then existing members. If an Operating Agreement is not entered into among the members, these Articles of Organization and Chapter 608, Florida Statutes, shall govern the affairs of the Company and its members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members and set forth in the Operating Agreement of the Company. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of the Company, or if there is no Operating Agreement as allowed by law, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

MANAGEMENT

The Company shall be a manager managed company and managed by manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. Any third party can rely on the authority of the Manager to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or this Articles of Organization. The name and address of the Manager of the Company is:

Name

Debbie J. Driggers

Address

2770 Russell Road
Green Cove Springs, Florida 32003

ARTICLE X

AMENDMENT

The Manager of the Company shall amend this Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company, or the members desire to make a change in any other statement in this Articles of Organization in order for it to accurately represent the agreement between the members. If the Articles of Organization are amended to accurately represent the

agreement between members, such amendment shall be adopted by a majority of the membership interest of the members of the Company based upon each member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the members of the Company shall be conclusive evidence that the amendment has been properly authorized by the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Organization of Fleming Island Training Center, LLC, for the foregoing uses and purposes this 1st day of May 2003.

Kevin W. Rose
Kevin W. Rose

Debbie J. Driggers
Debbie J. Driggers

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 1st day of May 2003, by Kevin W. Rose, as a member of Fleming Island Training Center, LLC, and as organizer of the above-named limited liability company. He ☒ is personally known to me or ☐ has produced _____ as identification.

NOTARY PUBLIC:

Cynthia B. Marsh
Name

CYNTHIA B. MARSH
MY COMMISSION # DD 168695
EXPIRES: December 2, 2006
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 1st day of May 2003, by Debbie J. Driggers, as a member of Fleming Island Training Center, LLC. She ☒ is personally known to me or ☐ has produced _____ as identification.

NOTARY PUBLIC:

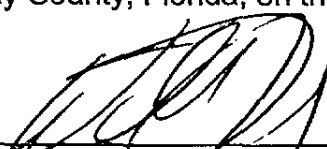
Cynthia B. Marsh
Name

CYNTHIA B. MARSH
MY COMMISSION # DD 168695
EXPIRES: December 2, 2006
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FLEMING ISLAND TRAINING CENTER, LLC

Pursuant to Sections 48.091 and 608.415, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Fleming Island Training Center, LLC, a limited liability company organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1590-26 Island Lane, Fleming Island, Florida 32003.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Fleming Island, Clay County, Florida, on this 15 day of May 2003.



William L. Thompson, Jr.
Registered Agent

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DIVISION OF CORPORATIONS
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