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(Address)

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(City/State/Zip/Phone #)

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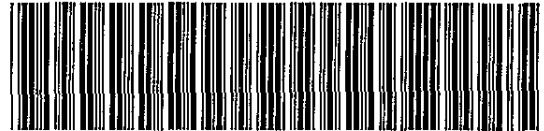
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/03/02--01088--002 **155.00

FILED
02 DEC -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

MARK RAINEY
967 TAMARIND CIRCLE
ROCKLEDGE, FL 32955

December 02, 2002

02 DEC -3 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **MARK THREE FITNESS CENTERS LLC**

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Organization for Mark Three Fitness Centers LLC, together with a check in the amount of \$155.00. This check represents payment for the following costs:

Filing Fees	\$100.00
Certified Copy	30.00
Registered Agent	<u>25.00</u>
	\$155.00

Please file the enclosed Articles of Organization immediately and return the certified copy to the undersigned in the prepaid envelope provided.

Sincerely,



Mark Rainey

Enclosures

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

02 DEC -3 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – Name:

The name of the Limited Liability Company is: MARK THREE FITNESS CENTERS LLC

ARTICLE II – Address:

The mailing address and the street address of the principal office of the Limited Liability Company is: 967 Tamarind Circle, Rockledge, FL 32955

ARTICLE III – Registered Agent and Office:

The name and the Florida street address of the initial agent of the Limited Liability Company are: Mark Rainey, 967 Tamarind Circle, Rockledge, FL 32955

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV – Management

The Limited Liability Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

Date: December 02, 2002

By: 
Mark Rainey, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)