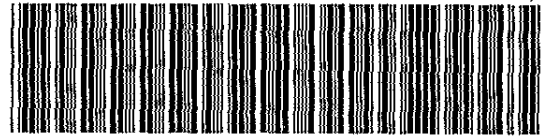


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TALLAHASSEE, FLORIDA



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*Board Certified Wills, Trusts,
and Estates Lawyer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 2003

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: HEALTH AND FITNESS QUEST, LLC

Gentlemen:

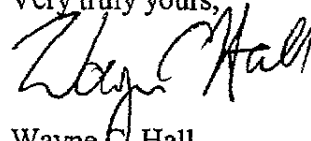
Enclosed are the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company together with our firm's check for \$125.00 representing payment of the following fees:

Filing Fee	\$100.00
Designation of Registered Agent	<u>\$ 25.00</u>
	\$125.00

Please file the enclosed Articles of Organization and return a certified copy of same to us.

Your assistance and cooperation is greatly appreciated.

Very truly yours,


Wayne C. Hall

WCH/dlc

Enclosures

Articles of Organization
of
HEALTH AND FITNESS QUEST, LLC
(A Florida Limited Liability Company)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer hereby adopts these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

1. **NAME.** The name of this limited liability company (the "Company") is **HEALTH AND FITNESS QUEST, LLC.**

2. **DURATION.** The period of duration of the Company shall be perpetual.

3. **PURPOSE.** The purpose and business of the Company shall be to engage in any lawful act or activity which may be carried on by a limited liability company under the Act.

4. **MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE.**
The mailing address and street address of the principal office of the Company is: 216 Rio Terra, Venice, Florida 34285.

5. **REGISTERED AGENT.** The name and address of the initial Registered Agent of the Company is: KATHLEEN S. WRIGHT, 216 Rio Terra, Venice, Florida 34285.

6. **MANAGEMENT BY MANAGER.** The Member of the Company shall not be a Manager by virtue of her status as a Member. The Company shall be managed by one or more Managers appointed by the Member. The name and address of the initial Manager who shall manage the Company is KATHLEEN S. WRIGHT, 216 Rio Terra, Venice, Florida 34285.

7. **ADDITIONAL MEMBERS.** New Members may be admitted only upon the unanimous written consent of the Members and in accordance with restrictions set forth in the Operating Agreement of the Company.

8. **LIMITED LIABILITY.** No Member or Manager or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for any debt, obligation, or liability of the Company.

9. **CONTINUATION OF BUSINESS.** The remaining Members may, by unanimous agreement, elect to continue the business of the Company upon 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 Company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Operating Agreement of the Company.

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03 JAN 14 2003
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned, as Member, hereby executes these Articles of Organization as of the 9th day of January, 2003.

By: 
KATHLEEN S. WRIGHT
"Member"

HEALTH AND FITNESS QUEST, LLC

Certificate of Designation of Registered Agent

Having been designated Registered Agent to accept service of process for the above stated **HEALTH AND FITNESS QUEST, LLC**, at the place designated in this Certificate, the undersigned KATHLEEN S. WRIGHT, whose address is 216 Rio Terra, Venice, Florida 34285, does hereby accept the designation and agree to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

Dated: January 9th, 2003


KATHLEEN S. WRIGHT, Registered Agent