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To:  
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From:  
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

ELITE FITNESS & NUTRITION, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION  
OF  
ELITE FITNESS & NUTRITION, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company shall be ELITE FITNESS & NUTRITION, LLC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the limited liability company shall be located at 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, FL 33394, but the limited liability company shall have the power and authority to establish branch offices at any other place or places as the Manager(s) may designate.

**ARTICLE III  
DURATION**

The limited liability company shall have perpetual duration.

**ARTICLE IV  
MANAGEMENT**

The limited liability company is a manager-managed company and shall initially have one Manager. The Initial Manager and Member shall be KOLBE FUGAZZI. The number of Managers may be increased or decreased from time to time by the members, as provided in the Operating Agreement of the limited liability company, but there shall never be less than one (1) Manager.

Prepared by:  
David C. Hardin, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 E. Broward Blvd., Suite 1950  
Ft. Lauderdale, Florida 33395  
(954)467-2200  
Florida Bar Number 218987

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company is 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, and the initial registered agent at that office is David C. Hardin.

**ARTICLE VI**  
**EFFECTIVE DATE**


These Articles of Organization shall become effective upon filing by the Department of State of the State of Florida.

**ARTICLE VII**  
**INDEMNIFICATION**

The limited liability company is hereby specifically authorized to make provision for the indemnification of Managers, employees and agents to the full extent permitted by law.

The undersigned certifies that this instrument constitutes the Articles of Organization of ELITE FITNESS & NUTRITION, LLC.

Dated this 11th day of February, 2003.

  
\_\_\_\_\_  
DAVID C. HARDIN, Authorized Agent

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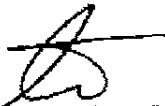
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 608.407, and 608.415, Florida Statutes, the following is submitted:


ELITE FITNESS & NUTRITION, LLC, desiring to organize or qualify under the laws of the State of Florida, hereby designates David C. Hardin as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

DATED this 11th day of February, 2003.

  
\_\_\_\_\_  
DAVID C. HARDIN

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 11th day of February, 2003.

  
\_\_\_\_\_  
DAVID C. HARDIN

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