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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Newstone Partners, L.C.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 125.00.

FROM: Don R. Livingstone, Esq.
Name
7711 S. W. 62 Ave.
Address
Miami, FL 33143
City, State, & Zip
(305) 665-1821
Telephone Number

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Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF ORGANIZATION
OF
NEWSTONE PARTNERS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - Name

The name of the limited liability company shall be NEWSTONE PARTNERS, L.C. ("Company"). The principal place of business and the mailing address of the Company in Florida shall be 6221 S. W. 79 Street, Miami, FL 33143.

ARTICLE II - Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate 30 years from the date of these Articles unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III – Purposes & Powers

The general purpose for which the Company is organized is the conduct of a Christian fitness program for women and children and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV – Registered Office & Agent

The name and street address of the registered agent of the Company in the State of Florida is Tracy A. Newman, 6221 S. W. 79 Street, Miami, FL 33143.

ARTICLE V – Operating Agreement

These Articles shall be deemed the operating agreement of the Company until the members may otherwise provide not inconsistent with applicable law and these Articles.

ARTICLE VI – Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII – 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. A member may transfer his or her interest in the Company as set forth in the regulations of the company, 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 or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – Management

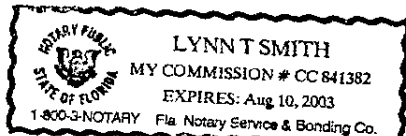
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is Tracy A. Newman, 6221 S. W. 79 Street, Miami, FL 33143.

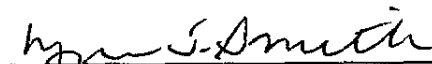
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 3 day of April, 2003.


TRACY A. NEWMAN

Before me personally appeared Tracy A. Newman to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it.


IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 3rd day of April, 2003.




Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of NEWSTONE PARTNERS, L.C., as the registered agent of this limited liability company, hereby consents to her appointment as registered agent of the Company.


TRACY A. NEWMAN
Registered Agent

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03 APR - 11 AM '03