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Alicia Montijo GAVE  
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03 APR -4 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**Fernando M. Palacios, Esq.**  
**ATTORNEY AT LAW**

525 East Strawbridge Avenue  
Melbourne, Florida 32901



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E-MAIL: FERPA@msn.com or firmlaw@yahoo.com

**LETTER OF TRANSMITTAL**

April 1, 2003

**TO: FLORIDA DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**  
**P.O. Box 6327**  
**Tallahassee, Florida 32314**

**Re: Articles of Organization**  
**USA \* UK FITNESS, LLC**

<input type="checkbox"/>	For your information	<input type="checkbox"/>	For filing
<input type="checkbox"/>	no action required	<input type="checkbox"/>	For Correction
<input type="checkbox"/>	For signature and return	<input type="checkbox"/>	Per your request
<input type="checkbox"/>	For signature and forwarding	<input type="checkbox"/>	Per our conversation
<input type="checkbox"/>	as noted below	<input type="checkbox"/>	Approved
<input type="checkbox"/>	For review and comment	<input type="checkbox"/>	Approved as noted
<input type="checkbox"/>	For distribution	<input type="checkbox"/>	Disapproved
<input checked="" type="checkbox"/>	For necessary action	<input checked="" type="checkbox"/>	See comments below

**Comments: Please find enclosed Articles of Organization for USA\*UK FITNESS, LLC.**  
**Please also find check number 737 in the amount of \$125.00, for Filing Fees**  
**and Registered Agent Fees. If you have any questions regarding these**  
**documents, please do not hesitate to contact our offices.**

Very truly yours,

Alicia Montijo  
Legal Assistant to  
Fernando M. Palacios, Esq.

FMP:am  
enc. As Listed  
CC: Our Files  
File #03- CO



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 7, 2003

ALICIA MONTIJO  
525 EAST STRAWBRIDGE AVENUE  
MELBOURNE, FL 32901

SUBJECT: USA - UK FITNESS, LLC  
Ref. Number: W03000009689

We have received your document for USA - UK FITNESS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Signature by the Organizer is not acceptable.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 003A00020630

**ARTICLES OF ORGANIZATION  
OF**

**USA \* UK FITNESS, LLC**

The undersigned organizer adopts the following Articles of Organization for the limited liability company named below pursuant to Section 608 of the Limited Liability Company Act of the State of Florida.

**ARTICLE 1**

**Name**

- 1.01. The name of the limited liability company is **USA \* UK FITNESS, LLC**.

**ARTICLE 2**

**Principal Office**

- 2.01. The mailing address and street address of the principal office is 1919 Highway A1A, Unit 402, Satellite Beach, Florida, 32937.

**ARTICLE 3**

**Period of Existence**

- 3.01. The latest date on which the limited liability company shall have perpetual existence.

**ARTICLE 4**

**Business Purposes**

- 4.01. The limited liability company is organized for the purposes of engaging in the business of health and fitness for women and for the purpose of transacting any lawful business which may be conducted by a limited liability company.

**ARTICLE 5**

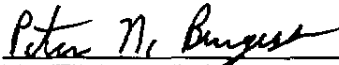
**Registered Agent and Office**

- 5.01. The name of the limited liability company's registered agent, whose Consent to Appointment as Registered Agent is included with these Articles, is PETER N. BURGESS and the address of the registered office within this state is 1919 Highway A1A, Unit 402, Indian Harbour Beach, Florida 32937.

03 APR 24 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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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.



PETER N. BURGESS

Registered Agent

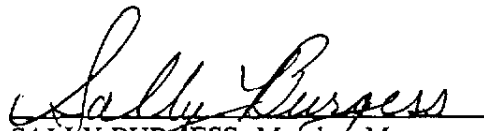
#### **ARTICLE 6 Management**

- 6.01. **Management.** The property, business and affairs of the limited liability company shall be managed by managers, therefore this is a manager-managed company.
- 6.02. **Names and Addresses.** The names and business addresses of the initial managers of the limited liability company are:
- |    |                |  |
|----|----------------|--|
| A) | BRIAN MEAD:    | 1919 Highway A1A, Unit 402<br>Satellite Beach, Florida 32937 |
| B) | HAZEL MEAD:    | 1919 Highway A1A, Unit 402<br>Satellite Beach, Florida 32937 |
| C) | SALLY BURGESS: | 1919 Highway A1A, Unit 402<br>Satellite Beach, Florida 32937 |

#### **ARTICLE 7 Effective Date**

- 7.01. The effective date of the limited liability company is April 1<sup>st</sup>, 2003.

IN WITNESS WHEREOF, the organizer, by the signature below, affirms under penalty of perjury the truth of the matters set in these articles of organization on this 15<sup>th</sup> day of April, 2003.

  
SALLY BURGESS, Member-Manager

**STATE OF FLORIDA  
COUNTY OF BREVARD**

On this 15<sup>th</sup> day of April, 2003, before me, the undersigned officer, personally appeared SALLY BURGESS, who is known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes therein described.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



  
Notary Public – State of Florida