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Florida Department of State
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : WINDERNEEDLE, HAINES, WARD & WOODMAN, P.A.
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LIMITED LIABILITY COMPANY

Shapes Fitness for Women, LLC

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J. BRYAN MAY 22 2003

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2003 MAY 21 AM 9:33
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
SHAPES FITNESS FOR WOMEN, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned (the "Member") acting as the organizer and as the initial Member of SHAPES FITNESS FOR WOMEN, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **SHAPES FITNESS FOR WOMEN, LLC.**

**ARTICLE II
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 31800 Orange Street, Sorrento, Florida 32776 and the name of the initial registered agent of this Company at that address is PEGGY C. GROSSENBACHER.

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the 21 day of May, 2003.


PEGGY C. GROSSENBACHER

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 in Chapter 608, Fla. Stat.


PEGGY C. GROSSENBACHER

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