

W3 000028041

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Balance Gym, LLC

- Revised Effective Date

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March 24, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BALANCEGYM INVESTMENTS, LLC
1032 GOODLETTE RD.
NAPLES, FL 34102

SUBJECT: BALANCEGYM INVESTMENTS, LLC
REF: L06000021018

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Tammi Cline
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ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BalanceGym Investments, LLC 1032 Goodlette Road, Naples, FL 34102	Florida	LLC
Balance Gym, LLC 1032 Goodlette Road, Naples, FL 34102	Florida	LLC

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Balance Gym, LLC 1032 Goodlette Road, Naples, FL 34102	Florida	LLC
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Entity No. L03000028041

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of the limited liability company that is a party to the merger.

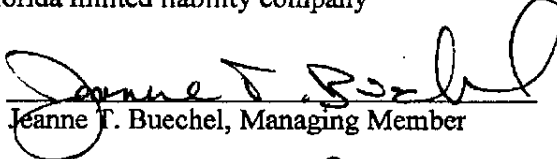
FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

106-21018
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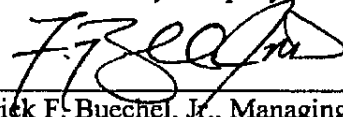
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

BALANCEGYM INVESTMENTS, LLC
a Florida limited liability company

By: 
Jeanne T. Buechel, Managing Member

By: 
Frederick F. Buechel, Jr., Managing Member

BALANCE GYM, LLC
a Florida limited liability company

By: 
Frederick F. Buechel, Jr., Managing Member

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated March 18th, 2008, between Balance Gym, LLC, a Florida limited liability company, (the "Surviving Company"), and, BalanceGym Investments, LLC, a Florida limited liability company (the "Merged Company"), is submitted in compliance with Florida Statutes §608.4381 – 608.4383.

WITNESSETH:

WHEREAS, the Articles of Organization of the Surviving Company were filed in the office of the Secretary of State of Florida on July 30, 2003;

WHEREAS, the Articles of Organization of the Merged Company were filed in the office of the Secretary of State of Florida on March 24, 2006;

WHEREAS, the sole member and the sole manager of the Surviving Company and all of the members and all of the managers of the Merged Company have authorized the merger of the Merged Company with and into the Surviving Company pursuant to the Plan set forth herein, in the manner prescribed by the applicable Florida Statutes;

NOW, THEREFORE, the merger of the Merged Company into the Surviving Company shall be accomplished as follows:

ARTICLE I

Merger

Effective upon filing with the Florida Department of State, (the "Effective Date") the Merged Company shall be merged into the Surviving Company and the separate existence of Merged Company shall cease.

ARTICLE II

Articles of Organization, Operating Agreement and Name

The Articles of Organization and Operating Agreement of Surviving Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "BALANCE GYM, LLC."

ARTICLE III

Manner of Converting Shares

(a) Immediately prior to the Merger, the Merged Company owned 100% of the membership interest in the Surviving Company. As of the Effective Date, the Members of the Merged Company shall be deemed to have exchanged their membership interest in the Merged Company for a proportionate membership interest in the Surviving Company.

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