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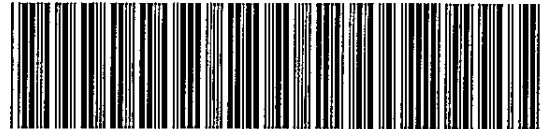
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TALLAHASSEE, FLORIDA

J. BRYAN SEP 22 2003

**CARTER  
&  
THOMAS**  
LAW OFFICES LLP

September 11, 2003

**VIA FEDERAL EXPRESS**

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409 E. Gaines Street  
Tallahassee, Florida 32399

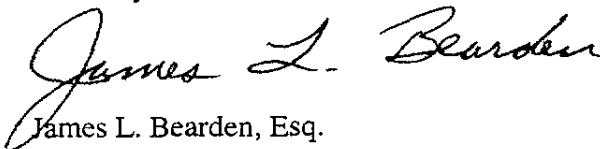
Re: Fitness Television Network, LLC

Ladies/Gentlemen:

Enclosed are the original and one copy of the Articles of Organization of Fitness Television Network, LLC, together with a firm check in the amount of \$125.00 to cover the filing fee and registered agent fee. Please return a file stamped copy to us in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,



James L. Bearden, Esq.  
Enclosures

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**ARTICLES OF ORGANIZATION**

**OF**

**FITNESS TELEVISION NETWORK, LLC**

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TALLAHASSEE, FLORIDA

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 FITNESS TELEVISION NETWORK, LLC ("Company"). The principal place of business of the Company in Florida shall be located at 2095 N. Andrews Avenue, Pompano Beach, FL 33069 and the mailing address shall be the same.

**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 not later than thirty (30) years from the date these Articles of Organization are filed by the Florida Department of State, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is 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 AGENT**

The name and street address of the registered agent of the Company in the State of Florida is James L. Bearden, Esq., 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in a schedule to be maintained with the books and records of the company

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members, or as otherwise provided in the Company's Operating Agreement.

**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

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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 Richard E. Daggs, III, 2095 N. Andrews Avenue, Pompano Beach, FL 33069.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Palm Beach County, Florida, for the foregoing uses and purposes this 12 day of September, 2003.

FITNESS TELEVISION NETWORK, LLC

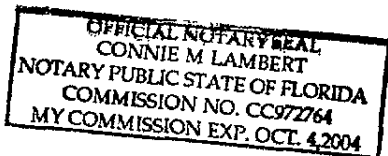
By: [Signature]  
RICHARD E. DAGGS, III, Initial Manager

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me personally appeared RICHARD E. DAGGS, III, to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he 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 on this 12 day of September, 2003.

[Signature]  
Notary Public, State of Florida



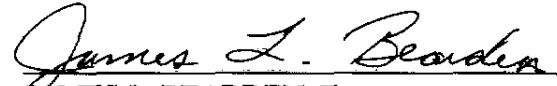
(Print, type or stamp Commissioned name of Notary Public)  
My Commission Expires:

Personally known or ( ) Produced Identification

Type of Identification: \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of FITNESS TELEVISION NETWORK, LLC as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
\_\_\_\_\_  
JAMES L. BEARDEN, Esq.  
Registered Agent

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