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(Address)

(City/State/Zip/Phone #)

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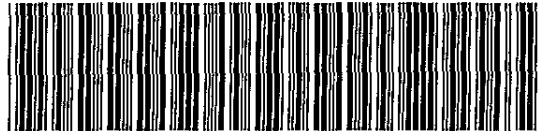
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pilates By Michele, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michele Shamp
(Name of Person)

Pilates By Michele, LLC
(Firm/Company)

12350 Rockledge Circle
(Address)

Boca Raton, FL 33428
(City/State and Zip Code)

For further information concerning this matter, please call:

Michele Shamp at (561) 289-9908
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
PILATES BY MICHELE, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: **PILATES BY MICHELE, LLC.**

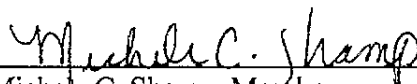
ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 12350 Rockledge Circle, Boca Raton, Florida 33428, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 12350 Rockledge Circle, Boca Raton, Florida 33428. The initial registered agent at that address is Michele C. Shamp.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30 day of September, 2003.



Michele C. Shamp, Member

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**ACCEPTANCE OF APPOINTMENT
OF
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 the foregoing 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.

Date: September 30, 2003


MICHELE C. SHAMP

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