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MJH

To:

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

From:

Account Name : TEW CARDENAS LLP
Account Number : 073674003226
Phone : (305)536-1112
Fax Number : (305)536-1116

LIMITED LIABILITY COMPANY

Downtown GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
FOR
DOWNTOWN GP, LLC
a Florida limited liability company**

ARTICLE I. - NAME

The name of this limited liability company is **DOWNTOWN GP, LLC**, a Florida limited liability company.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 200 S. Biscayne Blvd., Miami, Florida 33131, or at such other location as may hereafter be determined by the sole Member.

ARTICLE III. - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURES:

The name and the Florida street address of the registered agent is: Brian Tague, 201 S. Biscayne Blvd., Suite 2600, Miami, FL 33131.

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 property 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.



REGISTERED AGENT'S SIGNATURE

ARTICLE IV. - MANAGEMENT AND MEMBERS

The limited liability company is to be managed by the sole member and the name and address of the sole member who is to serve as manager is: Miami Health & Fitness Holdings, LLC, a Florida limited liability company, whose address is 200 S. Biscayne Blvd., Miami, Florida 33131.

Miami Health & Fitness Holdings, LLC, a Florida limited liability company
the Managing Member

By: 

Gene Meehan, Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gene Meehan, Managing Member of Miami Health & Fitness Holdings, LLC,

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TALLAHASSEE, FLORIDA

FILED