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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

G.W. Fitness Centers, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR
G.W. FITNESS CENTERS, LLC
a Florida Limited Liability Company**

ARTICLE I

The name of the Limited Liability Company is:

G.W. FITNESS CENTERS, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

403 Old Jupiter Beach Road
Jupiter, FL 33477

ARTICLE III

The name and the Florida street address of the registered agent is:

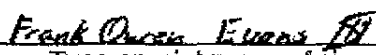
Clyde Smith Wilkins
403 Old Jupiter Beach Road
Jupiter, FL 33477

ARTICLE IV

The Limited Liability Company is to be a manager-managed company


F. OWEN EVANS, III

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


Type or print name of signee

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

G.W. FITNESS CENTERS, LLC

2. The name and street address of the registered agent and office is:

Clyde Smith Wilkins
403 Old Jupiter Beach Road
Jupiter, FL 33477

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 proper 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, Florida Statutes.

By:


CLYDE SMITH WILKINS

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