

Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : STUMP, STOREY & CALLAHAN, P.A.
Account Number : I20000000161
Phone : (407) 425-2571
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LIMITED LIABILITY COMPANY

Fitness Productions, L.L.C.

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ARTICLES OF ORGANIZATION OF

FITNESS PRODUCTIONS, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — NAME:

The name of the Limited Liability Company is: Fitness Productions, L.L.C.

ARTICLE II — ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: 2200 Semoran Boulevard, Apopka, Florida 32703.

ARTICLE III — 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 be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: W. Scott Callahan, Esq. Stump, Storey, Callahan, Dietrich & Spears, P.A. 37 North Orange Avenue, Orlando, Florida 32801.

ARTICLE V - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or the articles of organization. The names and addresses of the members of the company are:

Name	Address
Michael S. Reeves	2200 Semoran Boulevard Apopka, Florida 32703
Ronald Stribling	2200 Semoran Boulevard Apopka, Florida 32703

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STATE

ARTICLE VI - 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 on 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 his or her interest approve of the proposed transfer by unanimous consent.

ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 a least two remaining members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Orlando, Orange County, Florida, on this 3rd day of February, 2004.


W. Scott Callahan, Organizer

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 3rd day of February, 2004, by W. Scott Callahan who is personally known to me or produced _____ as identification.


Notary Public
State of Florida
My Commission Expires: _____




SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Barclay Woods, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to company with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of the registered agent.


W. Scott Callahan
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn and subscribed before me this 3rd day of February, 2004, W. Scott Callahan who is personally known to me.


Notary Public
State of Florida
My Commission Expires:



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