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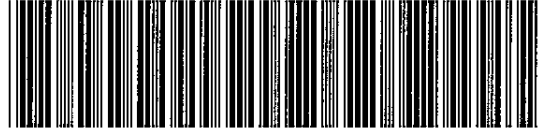
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TALLAHASSEE, FLORIDA

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J. BRYAN MAR 16 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 497036 80558A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigato

ORDER DATE : March 15, 2004

ORDER TIME : 11:52 AM

ORDER NO. : 497036-005

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.
William R. Smith, P.a.

Suite 204
8191 College Parkway
Fort Myers, FL 33919

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DOMESTIC FILING

NAME: K & L IN-SHAPE ENTERPRISES,
LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
__XX__ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF
K & L IN-SHAPE ENTERPRISES, LLC

ARTICLE I
Name

The name of the limited liability company ("Company") is **K & L IN-SHAPE ENTERPRISES, LLC**

ARTICLE II
Address

The street address of the Company's principal office is 1220 Town Lake Drive, #20, Fort Myers, FL 33913 and the mailing address is 514 Catalina Drive, North Fort Myers, FL 33903.

ARTICLE III
Duration

The period of duration for the Company is perpetual.

ARTICLE IV
Registered Agent and Office

The name of Company's initial registered agent in Florida is William R. Smith, Esquire. The address of Company's registered office in Florida is 8191 College Parkway, #204, Fort Myers, FL 33919.

ARTICLE V
Management

The Company is to be managed by the members. Each manager member is identified as follows:

Anna C. Yauch, whose address is 514 Catalina Drive, North Fort Myers, FL 33903

Lori L. Angelilli, whose address is 2818 S.E. 8th Avenue, Cape Coral, FL 33904

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ARTICLE VI
Miscellaneous

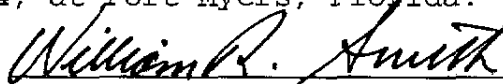
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The right of the Members of the Company to admit additional members and the terms and conditions of the admission, and the right of the remaining Members to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, shall be determined only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Additional Provisions

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested entirely in the managers listed in Article V.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 12th day of March, 2004, at Fort Myers, Florida.

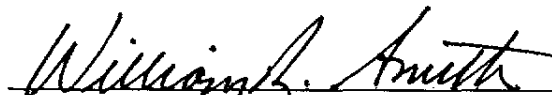


William R. Smith, Attorney at Law
and Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named limited liability Company at the address designated in the foregoing Articles of Organization and in this certificate, pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned does hereby accept the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 12, 2004



William R. Smith,
Registered Agent