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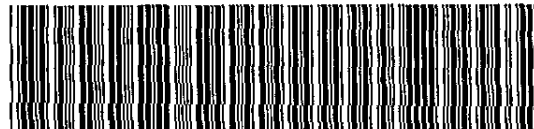
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ELLIOTT'S HEALTH AND FITNESS, 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:

Judith A. ELLIOTT
(Name of Person)

CURVES OF JUNO BEACH
(Firm/Company)

2000 P.G.A. BLVD. SUITE 3240
(Address)

PALM BEACH GARDENS, FL 33408
(City/State and Zip Code)

For further information concerning this matter, please call:

Judith A. ELLIOTT at 561-352-3526
(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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ELLIOTT'S HEALTH AND FITNESS, LLC

ARTICLE II - Address:

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

Principal Office Address:

2000 PGA BLVD #3240
PAIM BEACH GARDENS
FLORIDA 33408

Mailing Address:

CURVES
2000 PGA BLVD #3240
PAIM BEACH GARDENS, FL
33408

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

JUDITH A. ELLIOTT
Name

130 YACHT CLUB DR. #2
Florida street address (P.O. Box NOT acceptable)

NO. PALM BEACH FL 33408
City, State, and Zip

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, F.S..

Judith A. Elliott
Registered Agent's Signature

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR - OWNER

Judith A. ELLIOTT
130 YACHT CLUB DR #2
N. PALM BEACH, FL 33408

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Judith A. Elliott
Signature of a member or an authorized representative of a member.

(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.)

Judith A. ELLIOTT
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)