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From: Account Name : BUSINESS FILINGS
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LIMITED LIABILITY COMPANY

CLIMAX FITNESS LLC

Certificate of Status	0
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FAX AUDIT # 1104 0000 79 3463

**ARTICLES OF ORGANIZATION
OF
CLIMAX FITNESS LLC**

ARTICLE I NAME

The name of the limited liability company shall be: **CLIMAX FITNESS LLC**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 8024 Alico Rd A7, Ft. Myers, Florida 33912.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated, 660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon.

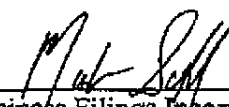
ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the name and address of the member of the Limited Liability Company is:

Steven Levi, 8024 Alico Rd., A7, Ft. Myers, Florida 33912


Business Filings Incorporated, Organizer
Mark Schiff, AVP
Authorized Representative
Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200,
Madison, WI 53717
(608) 827-5300

FAX AUDIT # 1104 0000 79 3463

FAX AUDIT # H040000793463CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: **CLIMAX FITNESS LLC**

The name and address of the registered agent and office is: Business Filings Incorporated,
660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon.

Having been named as registered agent and to accept service of process for the above
stated 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.

Signature: _____


Mark Schiff, AVP
Business Filings Incorporated

Date: April 14, 2004

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BUSINESS FILINGS INCORPORATED

FAX AUDIT # H040000793463