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5/14/04
[Signature]

Law Offices of
H. Charles Woerner, Jr., P.A.
Attorney & Counselor At Law

Telephone (386) 767-9811
Facsimile (386) 788-0748

2001 South Ridgewood Avenue
South Daytona, Florida 32119

May 6, 2004

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: RED HOT AND TAN & LADIES' FITNESS, L.L.C.

Dear Sir or Madam:

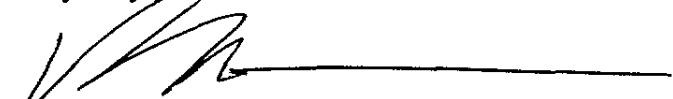
Enclosed please find an original and one copy of the Articles of Organization of RED HOT AND TAN & LADIES' FITNESS, L.L.C. to be registered as a Florida limited liability company. Please return to this office a certified copy of the Articles.

Also enclosed is our check in the amount of \$155.00 to cover the following fees:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Fee	<u>30.00</u>
TOTAL	\$155.00

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,


H. CHARLES WOERNER, JR.

HCWjr/dz
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
RED HOT AND TAN & LADIES' FITNESS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be RED HOT AND TAN & LADIES' FITNESS, L.L.C, and its principal office shall be located at 5620 South Ridgewood Avenue, in the City of Port Orange, County of Volusia, State of Florida, but it shall have the power and authority to establish branch offices at any other place of places as the members may designate. The mailing address of the limited liability company shall be 5620 South Ridgewood Avenue, Port Orange, Florida 32127.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all tanning, fitness and health related services and businesses, and all incidental business, including sales of products related

thereto; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully

do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be

amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

LOU ANN BULLING
5620 South Ridgewood Avenue
Port Orange, FL 32127

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of a majority of its existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the members having a majority in interest in the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by consent of a majority in interest of the members.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits with payment dates not less than annually.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII DURATION

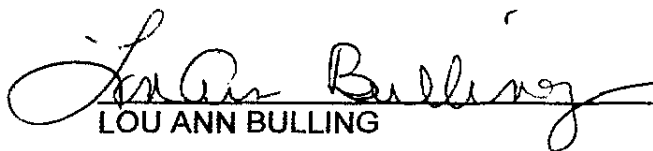
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5620 South Ridgewood Avenue, Port Orange, Florida 32127, and the name of the company's initial registered agent at that address is LOU ANN BULLING.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of RED HOT AND TAN & LADIES' FITNESS, L.L.C.

Executed by the undersigned at Daytona Beach, Florida on May 6th, 2004.


LOU ANN BULLING

CERTIFICATE OF DESIGNATION OF
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.

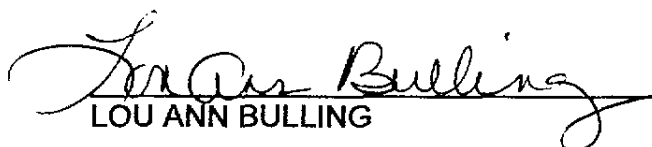
1. The name of the limited liability company is:

RED HOT AND TAN & LADIES' FITNESS, L.L.C.

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

LOU ANN BULLING
5620 South Ridgewood Avenue
Port Orange, FL 32127


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.


LOU ANN BULLING

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LOU ANN BULLING, known by me to be the person who executed the foregoing Articles of Organization, and she acknowledged before me that she executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid this 6TH day of May, 2004.


NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:



Darlene G. Zrnik
MY COMMISSION # CC992734 EXPIRES
January 14, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
04 MAY - 7 PM 3:24
TALAHASSEE, FLORIDA