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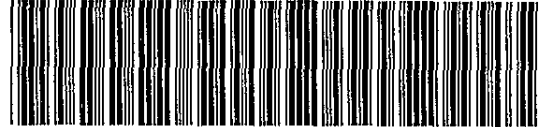
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04 JUN 25 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
6-28-04

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PSYCHED, 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:

Penelope Golding
(Name of Person)

PSYCHED, LLC
(Firm/Company)

5212 Cyril Drive
(Address)

Ridge Manor, FL 33525
(City/State and Zip Code)

For further information concerning this matter, please call:

J.A. Eldredge, EA at (352) 688-8619
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 18, 2004

PENELOPE GOLDING
PSYCHED, LLC
5212 CYRIL DR
RIDGE MANOR, FL 33525

SUBJECT: PSYCHED, LLC
Ref. Number: W04000023641

We have received your document for PSYCHED, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 904A0004082

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1-Name:

The name of the Limited Liability Company is:

PSYCHED,LLC

ARTICLE 11-Address:

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

5212 Cyril Drive
Ridge Manor,FL 33523

ARTICLE 111-Registered Agent,Registered Office & Registered Agent's Signature:

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

James A. Eldredge
12512 Corrine Avenue
Spring Hill, Florida 34609

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.


James A. Eldredge
Registered Agent's Signature

Article 1V-Limited Liability Company Purpose:

A Limited Liability Company organized to provide physical exercise and related to general public.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE V-Managers or Managing Members:

The Limited Liability Company is to be managed by one or more managers and is, therefore a manager-managed company. The name and address of each Manager or Managing Member and ownership percentage is:

Title	Name and Address:	Ownership %
Managing Member	Steven S. Leonard 3310 Margies Way Santa Cruz, CA 95062	50%
Managing Member	Courtney Leonard 3310 Margies Way Santa Cruz, CA 95062	50%
Operational Manager	Penelope Golding 5212 Cyril Drive Ridge Manor, FL 33525	

ARTICLE VI-Admission of additional members:

The members shall have the right to admit additional members upon written consent of all members.

ARTICLE VII-Members rights to continue business:

The members shall have the right 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 limited liability company by executing a written consent to continue to do such business.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE V111-Effective date and duration:

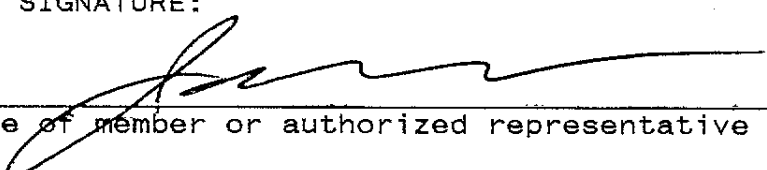
The effective date of the Limited Liability Company shall be upon receipt and filing of these Articles with the Secretary of State of Florida and the duration of the Limited Liability Company shall be Perpetual.

The Members hereby make and file in the Office of the Secretary of the State of Florida, these Articles of Organization, and in accordance with section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the stated herein are true.

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TALLAHASSEE, FLORIDA

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REQUIRED SIGNATURE:



Signature of member or authorized representative of member

James A Eldredge, IRS Enrolled Agent

Typed or printed name of signee