

L 04000049734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

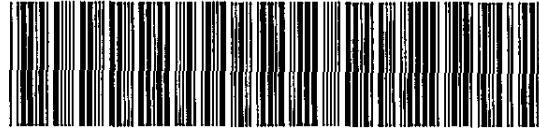
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500038272305

FILED
04 JUL -2 PM 3:47
TALLAHASSEE, FLORIDA

RECEIVED
04 JUL -2 PM 12:58
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

FILED
04 JUL -2 PM 3:47
SEC. OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 789624 161057A

AUTHORIZATION :

Patricia Regento

COST LIMIT : \$ 155.00

ORDER DATE : July 2, 2004

ORDER TIME : 11:40 AM

ORDER NO. : 789624-005

CUSTOMER NO: 161057A

CUSTOMER: Ms. Alina Carvajal
John T. Prah, Esq

Suite 1155
2801 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SOUTH BEACH FITNESS, 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
FOR
SOUTH BEACH FITNESS, LLC**

**ARTICLE I
NAME**

The name of the liability company shall be South Beach Fitness, LLC.

**ARTICLE II
DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida Law or the laws of the United States of America.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be:

577 W. 50th Street
Miami Beach, FL 33140

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

Amory Bodin
2655 S. LeJeune Road, Suite 1001
Coral Gables, FL 33134

FILED
04 JUL -2 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII
INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Jeff Keeler
577 W. 50th Street
Miami Beach, FL 33140

The initial manager shall serve until the first annual meeting of members, or until his successor is elected and qualified, or until his death or resignation.

ARTICLE VIII
OPERATING AGREEMENT

The Operating Agreement of this limited liability company may only be adopted, amended, altered or repealed by the affirmative vote of members having two-thirds of the ownership interest.

ARTICLE IX
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X
AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization this 1 day of July 2004.



Jeff Keeler, Manager

C:\OFFICE\WPWIN\WPDOCS\CORP\SouthBeachFitnessLLC.doc

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

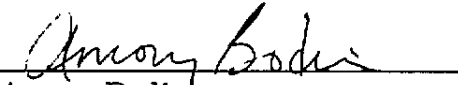
The name of the limited liability company is South Beach Fitness, LLC.

The name and address of the registered agent and office is:

Amory Bodin
2655 LeJeune Road, Suite 1001
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 7/1/, 2004


Amory Bodin
Registered Agent