

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
July 13, 2004
Sec. Of State
alunt

Article I

The name of the Limited Liability Company is:
FITNESS CLUBS OF AMERICA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
13300 SW 128TH STREET
MIAMI, FL. 33816

The mailing address of the Limited Liability Company is:
1645 EAST HWY 193
LAYTON, UT. 84040

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
ALEX VALLADARES
13300 SW 128TH STREET
MIAMI, FL. 33816

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.

Registered Agent Signature: ALEX VALLADARES

Article V

The name and address of managing members/managers are:

Title: MGRM
ALEX VALLADARES
13300 SW 128TH STREET
MIAMI, FL. 33816

Title: MGRM
J. HOYT STEPHENSON
1645 EAST HWY 193
LAYTON, UT. 84040

Title: MGRM
NATIONAL FINANCIAL MANAGEMENT SYSTEMS
1645 EAST HWY 193
LAYTON, UT. 84040

Signature of member or an authorized representative of a member

Signature: MARK MYERS

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