

L04000054820

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

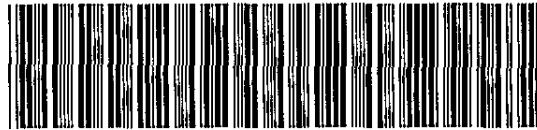
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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04 JUL 23 PM 12:44  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 818491 161057A

AUTHORIZATION : *Patricia Piretti*

COST LIMIT : \$ 155.00

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04 JUL 23 PM 3:56  
TALLAHASSEE, FLORIDA

ORDER DATE : July 23, 2004

ORDER TIME : 11:31 AM

ORDER NO. : 818491-005

CUSTOMER NO: 161057A

CUSTOMER: Ms. Alina Carvajal  
John T. Prah1, Esq

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

DOMESTIC FILING

NAME: SOUTH BEACH FITNESS LV, 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: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**Jeff Keeler**  
**577 W. 50<sup>th</sup> Street**  
**Miami Beach, FL 33140**

July 21, 2004

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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04 JUL 23 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: South Beach Fitness, LLC and South Beach Fitness LV, LLC**

Ladies and Gentlemen:

The undersigned manager of South Beach Fitness, LLC, consents to the formation of South Beach Fitness LV, LLC. South Beach Fitness LV, LLC is a wholly owned subsidiary of South Beach Fitness, LLC.

Sincerely,



Jeff Keeler, Manager  
South Beach Fitness, LLC

**ARTICLES OF ORGANIZATION  
FOR  
SOUTH BEACH FITNESS LV, LLC**

**ARTICLE I  
NAME**

The name of the liability company shall be South Beach Fitness LV, 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. 50<sup>th</sup> 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

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**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. 50<sup>th</sup> 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 22 day of July 2004.

  
\_\_\_\_\_  
Jeff Keeler, Manager

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

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

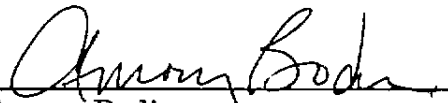
The name and address of the registered agent and office is:

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:

July 22, 2004

  
Amory Bodin  
Registered Agent