

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

L04000056644
FILED 8:00 AM
July 30, 2004
Sec. Of State
tbrumbley

Article I

The name of the Limited Liability Company is:
CAROLI BENTLEY FITNESS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
101 OCEAN DRIVE
1 A
MIAMI BEACH, FL. 33139

The mailing address of the Limited Liability Company is:
101 OCEAN DRIVE
1 A
MIAMI BEACH, FL. 33139

Article III

The purpose for which this Limited Liability Company is organized is:
ANY SPA AND FITNESS ACTIVITIES AND ASSOCIATED PRODUCT.

Article IV

The name and Florida street address of the registered agent is:
ALAN LEVINE ESQ
1110 BRICKELL AVENUE
7TH FLOOR
MIAMI, FL. 33131

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: ALAN LEVINE

Article V

The name and address of managing members/managers are:

Title: MGRM
ENZO MELOTTI
101 OCEAN DRIVE
MIAMI BEACH, FL. 33139

Title: MGR
ALESSANDRO MANFREDI
101 OCEAN DRIVE
MIAMI BEACH, FL. 33139

Signature of member or an authorized representative of a member

Signature: ENZO MELOTTI

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