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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF REGISTRATION

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 895183 5030952

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 21, 2004

ORDER TIME : 3:22 PM

ORDER NO. : 895183-005

CUSTOMER NO: 5030952

CUSTOMER: Andrew I. Lewis, Esq.
Phillips, Eisinger & Brown

Suite 265, South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: FIT PRO, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

Articles of Organization
for
FIT PRO, L.L.C.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
Name

The name of the limited liability company (the "Company") is:

FIT PRO, L.L.C.

ARTICLE II.
Mailing and Street Address

The mailing address and street address of the Company is 550 Brickell Avenue Suite 200, Miami, Florida 33131.

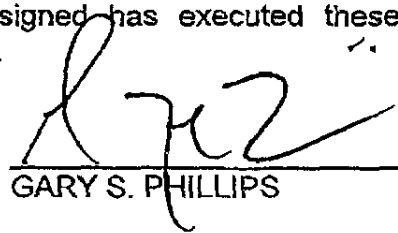
ARTICLE III.
Registered Agent

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is GARY S. PHILLIPS, 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021.

ARTICLE IV.
Subscriber

The name and address of the person executing these Articles of Organization as an authorized representative of a Member of the Company is GARY S. PHILLIPS, 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021. Said person shall not be liable, in any form or fashion, for any acts or omissions of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of September, 2004.



GARY S. PHILLIPS

STATE OF FLORIDA)

SS

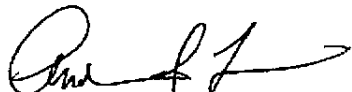
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared **GARY S. PHILLIPS**, personally known to me, or who has produced _____ as identification, to be the person who, as an authorized representative of a Member of the Company, executed the foregoing Articles of Organization of FIT PRO, L.L.C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 21st day of September, 2004.



Andrew I. Lewis
Commission # DD298538
Expires June 19, 2008
Bonded Trust Firm - Insurance, Inc. 000-365-7010



NOTARY PUBLIC - State of Florida

Andrew I. Lewis

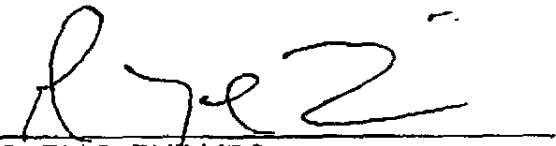
Name of Notary - Please Print

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE III OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 21ST DAY OF SEPTEMBER, 2004.


GARY S. PHILLIPS