

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

L04000078462
FILED 8:00 AM
October 28, 2004
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

TUFF ROCK ENTERPRISES L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:

4050 U.S. HIGHWAY 1
SUITE 306
JUPITER, FL. 33477

The mailing address of the Limited Liability Company is:

596 U. S. HIGHWAY 1 NORTH
TEQUESTA, FL. 33469

Article III

The purpose for which this Limited Liability Company is organized is:

FITNESS CLUB

Article IV

The name and Florida street address of the registered agent is:

CURVES
4050 U.S. HIGHWAY 1
SUITE 306
JUPITER, FL. 33477

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: IRENE TIBBETTS

Article V

The name and address of managing members/managers are:

Title: MGRM
IRENE TIBBETTS
106D BENT ARROW DRIVE
JUPITER, FL. 33477

Title: VP
CATHY BABIARZ
15 PARKER AVE
MADISON, CT. 06443

L04000078462
FILED 8:00 AM
October 28, 2004
Sec. Of State
jbryan

Article VI

The effective date for this Limited Liability Company shall be:

10/30/2004

Signature of member or an authorized representative of a member

Signature: IRENE TIBBETTS