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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Health Club Direct, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Health Club Direct, LLC

Article II. Address

The Company's street and mailing address is:
Health Club Direct, LLC
1718 N. Palm Way
Lake Worth FL 33460

Article III. Registered Agent

The name and street address of the Company's registered agent is:

The Law Office of Joshua M. Mittenthal, P.A.
5499 N. Federal Highway
Suite K
Boca Raton FL 33487

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Joshua M. Mittenthal | FL Bar Member 145572
The Law Office of Joshua M. Mittenthal, P.A.
5499 N. Federal Highway
Suite K
Boca Raton FL 33487
561-862-0955

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Article V. Management

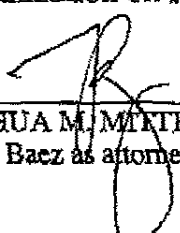
This will be a member-managed company. The name and address of each member is:

RON LOMBARDI
1718 N. Palm Way Lake Worth FL 33460
GREGORY DREW
1718 N. Palm Way Lake Worth FL 33460

Article VI. Company Existence

The Company's existence shall begin effective as of November 4, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on November 5, 2004.



JOSHUA M. MITTENTHAL
by T. Bacz as attorney-in-fact

Joshua M. Mittenthal | FL Bar Member 145572
The Law Office of Joshua M. Mittenthal, P.A.
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Health Club Direct, LLC

REGISTERED AGENT/OFFICE:

The Law Office of Joshua M. Mittenthal, P.A.
5499 N. Federal Highway
Suite K
Boca Raton FL 33487

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



THE LAW OFFICE OF JOSHUA M. MITTENTHAL, P.A.
by T. Bacz as attorney-in-fact

Date: November 5, 2004

Joshua M. Mittenthal | FL Bar Member 145572
The Law Office of Joshua M. Mittenthal, P.A.
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