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PENDER QUEST, LLC

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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF ORGANIZATION  
OF  
PENDER QUEST, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, the undersigned Florida limited liability company hereby adopts the following Articles of Amendment to its Articles of Organization:

**FIRST:** The name of the limited liability company is Pender Quest, LLC (the "Company").

**SECOND:** The Company filed Articles of Organization on November 10, 2004, Florida Document Number L04000083277.

**THIRD:** These Articles of Amendment are submitted to amend the following:

A. Article I of the Company's Articles of Organization is amended to read as follows:

**ARTICLE I - Name:**

The name of the limited liability company is **Thrive Fitness, LLC**.

B. Article II of the Company's Articles of Organization is amended to read as follows:

**ARTICLE II -Address:**

The mailing address and street address of the principal office of the Company is 185 S. Westmonte Drive, Suite 1208, Altamonte Springs, Florida 32714.

C. Article VII of the Company's Articles of Organization is amended to read as follows:

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**ARTICLE VII -Registered Agent and Office:**

The registered agent for the Company shall be Dean Mead Services, LLC, and the street address of the Company's registered office is 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803.

**FOURTH:** The effective date of the amendments to the Articles of Organization of the Company set forth herein will be as of the date of filing with the Department of State of the State of Florida.

Dated this 8 day of February, 2007.

PENDER QUEST, LLC

By: THRIVE FITNESS HOLDING, INC.,  
Sole Member

By:   
David Fleming, President

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**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, the undersigned hereby accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent and is familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By:   
Dean Mead, Egerton, Bloodworth,  
Capquano & Bozarth, P.A., as Sole Member

By:   
Alan H. Daniels, Vice President

Date: February 12, 2007