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GRAYROBINSON PA 813-273-5145

NO 14

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

ZERO GRAVITY FITNESS PILATES & PERSONAL TRAINING, LLC

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**ARTICLES OF ORGANIZATION
OF
ZERO GRAVITY FITNESS PILATES & PERSONAL TRAINING, LLC**

1. Name. The name of this limited liability company is **Zero Gravity Fitness Pilates & Personal Training, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing address and street address of the Company's principal office is 2484 South Maguire Road, Ocoee, Florida 34761.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Karen M. Hall. The street address of the initial registered agent of the Company is 2484 South Maguire Road, Ocoee, Florida 34761.
6. Management of the Company. The Company shall be managed by the members in accordance with the Operating Agreement adopted by the members.
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company in accordance with the provisions of such agreement.

The undersigned executed these Articles of Organization on the 23 day of February, 2005.


Arthur F. Hall, Member


Karen M. Hall, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Karen M. Hall

Dated: February 23, 2005.

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