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LIMITED LIABILITY COMPANY

WORLD GYM OF GULF BREEZE, LLC

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ARTICLES OF ORGANIZATION OF WORLD GYM OF GULF BREEZE, LLC

BOTH STATES The undersigned, THOMAS J. DOLASKIE, IV, an authorized representative of the member of WORLD GYM OF GULF BREEZE, LLC, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

WORLD GYM OF GULF BREEZE, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The street and mailing address of the principal office of the limited liability company is 5645 · Adelyn Road, Pensacola, FL 32504.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

This limited liability company shall have a perpetual existence.

<u>ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT</u>

The address of the initial registered office of this limited liability company shall be 5645 Adelyn Road, Pensacola, FL 32504, and the name of the initial registered agent of this limited liability company at that address is Thomas J. Dolaskie, IV.

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Thomas J. Dolaskie, IV, Authorized Representative

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of WORLD GYM OF GULF BREEZE, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

By: THOMAS I DOLASKIE IV

Date: May 9th, 2005

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