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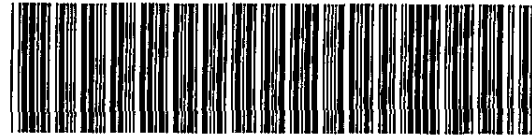
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LAW OFFICES
BURROWS & JESTER, P.A.

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June 7, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUTH A. SCOTT

PROBATE PARALEGAL

TOM G. BURROWS

JERRY L. JESTER

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: A World of Fitness With Mark Miller, LLC

Gentlemen:

Enclosed please find Articles of Organization for **A WORLD OF FITNESS WITH MARK MILLER, LLC** to be filed. A copy of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope.

Acceptance by the Registered Agent is also enclosed.

Our check payable to the Secretary of State in the amount of \$125.00, representing \$100.00 for filing the Articles of Incorporation and \$25.00 for Designation of Registered Agent, is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


Tom G. Burrows

TGB/mle

Enclosures

cc: Mark J. Miller

**ARTICLES OF ORGANIZATION
OF**

**A WORLD OF FITNESS WITH MARK MILLER, LLC
A Florida Limited Liability Company**

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2005 JUN 10 P 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be A WORLD OF FITNESS WITH MARK MILLER, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3345 North Courtenay Parkway, Suite 112, Merritt Island, Florida 32953.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or by Florida law.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: Mark Jared Miller, 360 Quail Drive, Merritt Island, Florida 32953.

ARTICLE V - PURPOSE

The purpose of this company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS

Each member shall make an initial capital contribution as set forth in the Operating Agreement.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make capital contributions to the company only on the unanimous consent of all the members, or as provided in the Operating Agreement.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as may be set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth by Florida law or in the Operating Agreement of the company.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not dissolve on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the membership of a member in the company, unless the company is dissolved by the unanimous vote of all the remaining members.

ARTICLE X - MANAGEMENT

The company shall be managed by all members in accordance with the Operating Agreement adopted by the members for the management of the

business and affairs of the company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with Florida law or these Articles of Organization. The initial Management Member shall be Mark J. Miller.

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TALLAHASSEE, FLORIDA

ARTICLE XI - MEMBERS

The name and address of the initial member of the company is:

NAME

ADDRESS

Mark Jared Miller

360 Quail Drive, Merritt Island, Florida 32953

ARTICLE XII - POWERS

The LLC shall have all powers authorized by Florida Statute 608.404 which includes, without limitation, the powers to acquire and convey real and personal property, to make contracts, execute and deliver deeds, leases, notes, mortgages, borrow money and secure its obligations.

ARTICLE XIII - PROFITS AND LOSSES

Members shall share profits and losses of the LLC in the same percentages as their capital contributions bear to the total of contributed capital, or as may be set forth in the Operating Agreement signed by the members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Merritt Island, Florida, on this 06 day of June, 2005.


MARK JARED MILLER

STATE OF FLORIDA
COUNTY OF BREVARD

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STATE OF FLORIDA
COUNTY OF BREVARD

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Acknowledged before me on this 6th day of June, 2005, by MARK JARED MILLER, who is personally known to me or who has produced Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Tom G. Burrows

Notary Public, State of Florida



Tom G. Burrows
MY COMMISSION # DD044720 EXPIRES
September 1, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 608.414 or 608.507, A WORLD OF FITNESS WITH MARK MILLER, LLC, a Florida Limited Liability Company, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is A WORLD OF FITNESS WITH MARK MILLER, LLC.
2. The name and street address of the registered agent in Florida is:

NAME

ADDRESS

MARK JARED MILLER

360 Quail Drive, Merritt Island, Florida 32953

The undersigned, being the person named in the Articles of Organization of A WORLD OF FITNESS WITH MARK MILLER, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointments as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



MARK JARED MILLER

Registered Agent