

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
November 02, 2005
Sec. Of State
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Article I

The name of the Limited Liability Company is:
HEALTHY IMAGE FITNESS, LLC.

Article II

The street address of the principal office of the Limited Liability Company is:
2380 NORTH FEDERAL HIGHWAY
BOCA RATON, FL. US 33431

The mailing address of the Limited Liability Company is:
P.O. BOX 19225
WEST PALM BEACH, FL. US 33416

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS, INCLUDING BUT NOT LIMITED TO
OPERATION OF A HEALTH CLUB.

Article IV

The name and Florida street address of the registered agent is:
HENRY L KAYE
325 ELEVENTH STREET
WEST PALM BEACH, FL. 33401

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: HENRY L. KAYE

Article V

The name and address of managing members/managers are:

Title: MGRM
LARRY S HOLMSTROM
P.O. BOX 19225
WEST PALM BEACH, FL. 33416 US

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Article VI

The effective date for this Limited Liability Company shall be:

11/02/2005

Signature of member or an authorized representative of a member

Signature: HENRY L. KAYE