

L06000007628

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TALLAHASSEE, FLORIDA

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[Signature]



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January 9, 2006

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: Gretchen Harvey, Supervisor

Re: Filing of Certificates of Conversion and Articles of Organization

Dear Ms. Harvey:

This letter and enclosures relate to various corporate documents to be filed with the Florida Department of State (see our client's attached correspondence). Enclosed herewith is our check in the amount of \$532.50 to cover the filing fees for the following:

Certificates of Conversion for the following limited partnerships (filing fee @ \$52.50 each):

- Fitness Warehouse, Ltd.
- Fitness Warehouse of Palm Beach, Ltd.
- Fitness Warehouse of Tampa, Ltd.

Articles of Organization for the following limited liability companies (filing fee @ \$125.00 each):

- Nutrition S'Mart of Pembroke Pines, LLC
- Nutrition S'Mart of Palm Beach, LLC
- Nutrition S'Mart of Tampa, LLC

Please have these documents filed, and return a copy of the filed documents to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

BROAD AND CASSEL

Ivy Rosenthal
Corporate Paralegal

Enclosures

cc: Mark Fleisher, Esq.

BOCA RATON • DESTIN • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

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CERTIFICATE OF CONVERSION
OF
FITNESS WAREHOUSE OF TAMPA, LTD.
(a Florida limited partnership)
TO
NUTRITION S'MART OF TAMPA, LLC
(a Florida limited liability company)

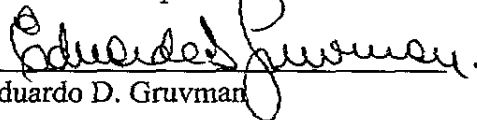
A99 00001992

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act, this Certificate of Conversion provides that:

1. The Certificate of Limited Partnership of Fitness Warehouse of Tampa, Ltd. was duly filed with the Florida Secretary of State on December 1, 1999 (the "Partnership").
2. The name of the limited partnership prior to conversion to a limited liability company is Fitness Warehouse of Tampa, Ltd.
3. The name of the limited liability company into which the Partnership will convert shall be Nutrition S'Mart of Tampa, LLC.
4. The effective date of this Certificate of Conversion shall be the date when filed.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed as of December 30, 2005.

Authorized Representative:


Eduardo D. Gruvman

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NUTRITION S'MART OF TAMPA, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: Nutrition S'Mart of Tampa, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 14847 N. Dale Mabry Hwy, Tampa, Florida 33618, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The name of the initial registered agent of the limited liability company is B&C Corporate Services, Inc. The street address of the initial registered agent of the limited liability company is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE IV

This limited liability company shall commence its existence as of the date of filing of these Articles of Organization, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of December, 2005.

Eduardo D. Gruvman, as Authorized Representative

By: Eduardo Gruvman

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TALLAHASSEE, FLORIDA

NUTRITION S'MART OF TAMPA, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent for Nutrition S'Mart of Tampa, LLC and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent as provided for in Chapter 608, F.S.

B & C CORPORATE SERVICES, INC.

By: *Gisela Fasco*
Gisela Fasco, Vice President

Date: 1/10/06

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TALLAHASSEE, FLORIDA