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Fax Number : (850) 205-0383

From: GAIL S. ANDRE
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SUNSHINE FITNESS MANAGEMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
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**ARTICLES OF ORGANIZATION
OF SUNSHINE FITNESS MANAGEMENT, LLC**

ARTICLE I - NAME

The name of this limited liability company is SUNSHINE FITNESS MANAGEMENT, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 5130 South Conway Road, Orlando, Florida 32812.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 33801, and the name of the initial registered agent of the Company at that address is James F. Heckin, Jr.



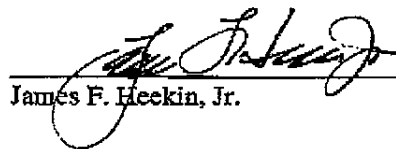
Signature of a Member or an Authorized
Representative of a Member

James F. Heckin, Jr.

Typed or Printed Name of Signer

ACCEPTANCE OF REGISTERED AGENT

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 as provided for in Chapter 608, Florida Statutes.



James F. Heckin, Jr.

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