

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

L06000018168
FILED 8:00 AM
February 20, 2006
Sec. Of State
jsadler

Article I

The name of the Limited Liability Company is:

THE SOUTH POLE FITNESS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

9110 W. BAY HARBOR DR.

#3

MIAMI BEACH, FL. US 33154

The mailing address of the Limited Liability Company is:

9110 W. BAY HARBOR DR.

#3

MIAMI BEACH, FL. US 33154

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS INCLUDING FITNESS
INSTRUCTION-LEARN HOW TO POLE DANCE-INCORPORATES YOGA,
BALLET, PILATES AND DANCE CHOREOGRAPHY INTO POLE WORK. ALSO
OFFERED CITY BALLET WORKOUT AND DIFFERENT CARDIOSTRIPTEASE,
STRICTLY POLE WORKO

Article IV

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY

1201 HAYS STREET

TALLAHASSEE, FL. 32301

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: DEBORAH D. SKIPPER

Article V

The name and address of managing members/managers are:

Title: MGR
SUSAN P HILFERTY
9110 W. BAY HARBOR DR. #3
MIAMI BEACH, FL. 33154 US

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Signature of member or an authorized representative of a member

Signature: SUSAN P. HILFERTY