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06-19446
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LLC Articles Filing Letter

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

LLC Filings Office:

I enclose an original and 3 copies of the proposed Articles of Organization of Palm Beach Butterfly Life, LLC, a proposed domestic limited liability company. Please file the Articles of Organization and return a file-stamped copy of the original Articles or other receipt, acknowledgment or proof of filing to me at the address below.

A check/money order in the amount of \$ 140.00, made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

Karla S. Wallace, Organizer

Karla Wallace

Enclosures: Articles of Organization; check/money order

125 filing +
15 for 3 Cents
140

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**Articles of Organization
of**

PALM BEACH BUTTERFLY LIFE, LLC

The undersigned natural person(s), of the age of eighteen years or more, acting as organizers of a limited liability company under the State of Florida Limited Liability Company Act, adopt(s) the following Articles of Organization for such limited liability company.

Article 1. Name of Limited Liability Company. The name of this limited liability company is Palm Beach Butterfly Life, LLC.

Article 2. Registered Office and Registered Agent. The initial registered office of this limited liability company and the name of its initial registered agent at this address are:

Agent: Arthur L. Wallace III, Esquire

Office: 2401 E. Atlantic Blvd., Suite 400

Pompano Beach, FL 33062

Article 3. Statement of Purposes. The purposes for which this limited liability company is organized are:

Health Club, Gym operations and any other lawful activity.

Article 4. Management and Names and Addresses of Initial Managing Members. The management of this limited liability company is reserved to the Managing Members. The names and addresses of its initial Managing Members are:

Karla S. Wallace, 7083 Copperfield Cir., Lake Worth, FL

Sylvia F. Wallace, 2300 Wellington Green Drive #101
Wellington, FL 33414

Article 5. Principal Place of Business of the Limited Liability Company. The principal place of business of the limited liability company shall be:

7083 Copperfield Cir., Lake Worth, FL 33467

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STATE OF FLORIDA

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Article 6. Period of Duration of the Limited Liability Company. The period of duration of the limited liability company shall be: Perpetual.

In Witness Whereof, the undersigned organizer(s) of this limited liability company has(have) signed these Articles of Organization on the date indicated.

Date: 2/13/06

Signature(s):

Karla Wallace, Organizer
Karla S. Wallace Typed or Printed Name

Sylvia F. Wallace, Organizer
Sylvia F. Wallace Typed or Printed Name

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TALLAHASSEE, FLORIDA