

Division of Corporations

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Florida Department of State

Division of Corporations
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Fax Number : (850) 205-0383

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Account Number : I20010000122
Phone : (239) 659-3800
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FLORIDA/FOREIGN LIMITED LIABILITY CO.**Balancegym Investments, LLC**

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ARTICLES OF ORGANIZATION
OF
BALANCEGYM INVESTMENTS, LLC

Article 1. Name

The name of the Limited Liability Company is:

BalanceGym Investments, LLC

Article 2. Initial Mailing Address and Principal Office

The initial mailing address of the Limited Liability Company is 1032 Goodlette Road, Naples, Florida 34102. The street address of the initial principal office of the Limited Liability Company is 1032 Goodlette Road, Naples, Florida 34102.

Article 3. Initial Registered Agent and Office

The name of the initial registered agent of the Limited Liability Company is Lenore T. Brakefield. The street address of the initial registered agent of the Limited Liability Company is c/o Bond, Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 250, Naples, Florida 34103.

Article 4. Statement of Management

The Limited Liability Company shall be managed by a Manager or Managers in accordance with the Operating Agreement. Therefore, the Limited Liability Company is to be a manager-managed company. The name and address of each Manager or Managing Member is as follows:

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Title:

Name and Address:

Managing Member

Jeanne T. Buechel
990 17th Avenue South
Naples, Florida 34102

Managing Member

Frederick F. Buechel, Jr.
990 17th Avenue South
Naples, Florida 34102

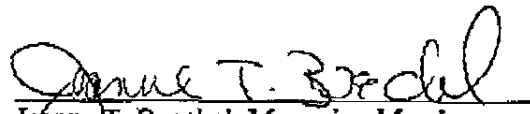
Article 5. Commencement of Existence

The Limited Liability Company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State.

Article 6. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the Limited Liability Company, and any right conferred upon the Member or Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this ____ day of February, 2006


Jeanne T. Buechel, Managing Member

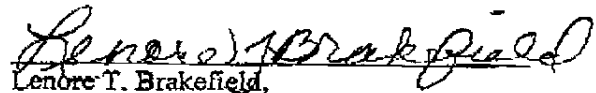
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of BalanceGym Investments, LLC which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position as provided for under Chapter 608, Florida Statutes.

Dated this 24th day of February, 2006.


Lenore T. Brakefield,
Registered Agent

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