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Fax Number : (850)205-0383

From:

Account Name : MACLEOD, MCGINNESS & BOWMAN, P.A.
Account Number : 102223000620
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SM 7/24

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Cardi+Yak Fitness, L.L.C.

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ARTICLES OF ORGANIZATION
OF
CARDI+YAK FITNESS, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

Article 1. Name. The name of the Company is:

Cardi+Yak Fitness, L.L.C.

Article 2. Mailing Address of Principal Office. The mailing address of the

principal office for the Company is:

4804 Village Gardens Drive
Sarasota, FL 34234

Article 3. Duration. The period of duration of the Company shall be perpetual,

unless sooner dissolved in accordance with the Regulations and the Florida Limited Liability Company Act.

Article 4. Registered Agent and Office. The name and address of the initial

registered agent in Florida for the Company is as follows:

W. LEE MCGINNESS 1800 Second Street, Suite 971
Sarasota, FL 34236

Article 5. Management. The Company is to be a manager-managed company.

Article 6. Commencement of Existence. In accordance with Section 608.409(1),

Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409(1), Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

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Under penalties of perjury, I affirm that the facts stated herein are true to the best of my knowledge and belief.

Executed on this 25th day of July, 2006.

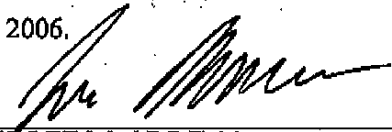


W. LEE MCGINNESS, Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CARDI+YAK FITNESS, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and is familiar with and accepts the obligations of the position as provided for in Chapter 608, Florida Statutes.

Executed this 25th day of July, 2006.



W. LEE MCGINNESS
Registered Agent