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

From: Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (800) 494-3124
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Ada's Fitness Centers, LLC

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**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

In compliance with Chapter 608, F.S.

ARTICLE I NAME

The name of the Limited Liability Company is:

Ada's Fitness Centers, LLC

ARTICLE II ADDRESS

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

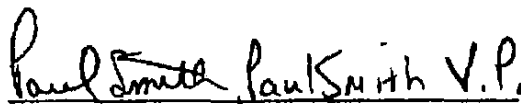
103 WELLINGTON AVE
LEHIGH ACRES FLORIDA 33972

**ARTICLE III REGISTERED AGENT, REGISTERED OFFICE & REGISTERED
AGENT SIGNATURE**

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

A1A REGISTERED AGENT INC.
92 SADBERRY ROAD
QUINCY FL 32351

Having been named as registered agent 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 all statutes relating to the proper and complete performance of my duties, and I am familiar with accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

 Paul Smith, Paul Smith V.P.

Registered Agent's signature /

ARTICLE IV MANAGEMENT

The Limited Liability Company will be managed by one or more managing members and is therefore, a Member Managed Company.

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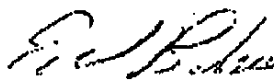
PAGE 2 Ada's Fitness Centers, LLC

ARTICLE V

The name(s) and address(es) of the managing members of the LLC are:

EDWARD BONADIES
MANAGING MEMBER: 103 WELLINGTON AVE
LEHIGH ACRES FLORIDA 33972

TARA WATERHAWK
MANAGING MEMBER: 103 WELLINGTON AVE
LEHIGH ACRES FLORIDA 33972



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EDWARD BONADIES
Typed or printed name of signee

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