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Conversion

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1. Cardio - Techs Fitness equipment Repair company  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
\_\_\_\_\_  
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Certificate of Conversion  
For  
"Other Business Entity"  
Into  
Florida Limited Liability Company

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Cardio-Techs Fitness Equipment Repair Company

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on 05/18/2005  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

BC Fitness Group, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:\_\_\_\_\_.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 21 day of December 2006.

Signature of Authorized Person: 

Printed Name: Robert A. Buchanan II Title: President of Cardio-Techs Fitness Equipment Repair Company

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION**

**Of**

**BC FITNESS GROUP, LLC**

The undersigned hereby forms and establishes a limited liability company under the Florida Limited Liability Company Act (the "Act").

**ARTICLE I**

The name of the limited liability company is BC FITNESS GROUP, LLC (the "Company").

**ARTICLE II**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Secretary of State and shall have perpetual existence, unless earlier dissolved in accordance with the Company's Operating Agreement or the Act.

**ARTICLE III**

The Company is organized to engage in any lawful activities for which limited liability companies may be organized under the Act.

**ARTICLE IV**

The location of the registered office of the Company in the State of Florida is Iurillo & Associates, P.A., Sterling Square, 600 First Avenue North, Suite 308, St. Petersburg, FL 33701, and the initial registered agent of the Company is Camille J. Iurillo, Esquire.

**ARTICLE V**

The mailing address and physical address of the Company's principal office is 4400 118<sup>th</sup> Avenue North, Clearwater, FL 33762.

**ARTICLE VI**

The Company is to be managed by two managers and the names and addresses of the managers who are to serve until their successors are elected and have qualified are as follows:

Robert A. Buchanan II  
15601 Gulf Boulevard  
Redington Beach, FL 33708

Cindie A. Unger  
1237 Bright Waters Blvd. NE  
St. Petersburg, FL 33704

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## ARTICLE VII

Additional provisions relating to the admission of additional members and the formation and operation of the Company are set forth in the Operating Agreement of the Company.

## ARTICLE VIII

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Operating Agreement and the Act.

IN TESTIMONY WHEREOF, the undersigned member has executed these Articles of Organization this 21<sup>st</sup> day of December, 2006



Robert A. Buchanan II, Trustee of the  
Robert A. Buchanan II Revocable Trust  
dated May 30, 1996, as amended.

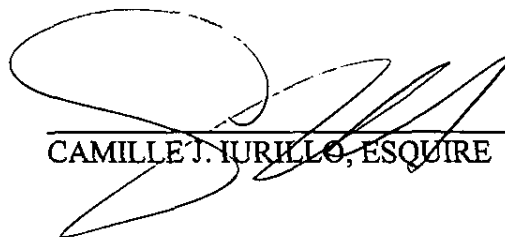
## CERTIFICATE OF DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. § 48.091, BC Fitness Group, LLC, desiring to organize under the law of the State of Florida, hereby designates Camille J. Iurillo, Esquire located at Sterling Square, 600 First Avenue North, Suite 308, St. Petersburg, Florida 33701, as its registered agent to accept service of process within the State of Florida.

## ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 21<sup>st</sup> day of December, 2006.

  
CAMILLE J. IURILLO, ESQUIRE