

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000002658
FILED 8:00 AM
January 08, 2007
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

JOE LUPO TWO, LLC

Article II

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

555 NE 15 STREET
SUITE 200
MIAMI, FL. US 33132

The mailing address of the Limited Liability Company is:

555 NE 15 STREET
SUITE 200
MIAMI, FL. US 33132

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

MIKE PEREZ
555 NE 15 STREET
SUITE 200
MIAMI, FL. 33132

Having been named as registered agent and 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 of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: MIKE PEREZ

Article V

The name and address of managing members/managers are:

Title: MGRM
JOE LUPO LLC
P.O. BOX 402731
MIAMI BEACH, FL. 33140 US

Title: MGRM
LIFETIME FITNESS LLC
555 NE 15 STREET, SUITE 200
MIAMI, FL. 33132 US

Signature of member or an authorized representative of a member

Signature: DENNIS BEDARD

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