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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Kap-Fit I, LLC

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February 7, 2007

FLORIDA DEPARTMENT OF STATE
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MYRA LOUGHERAN

SUBJECT: KAP-FIT I, LLC
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page 1

ARTICLES OF ORGANIZATION
OF
KAP-FIT I, LLC

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ARTICLE I
NAME

The name of the Limited Liability Company is Kap-Fit I, LLC, (the "Limited Liability Company").

ARTICLE II
EXISTENCE AND DURATION

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operating Agreement or by operation of the Florida Limited Liability Company Act.

ARTICLE III
BUSINESS AND MAILING ADDRESS

The initial address and mailing address of the Limited Liability Company is 204 Duckwood Lane, Ponte Vedra Beach, FL 32082.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Limited Liability Company in the state of Florida is John McE Miller. The registered office of the initial registered agent in the state of Florida is located at 333 First St. N, Suite 305, Jacksonville Beach, Florida 32250.

ARTICLE V
MANAGEMENT

The management of the Limited Liability Company is reserved to its members.

The name and address of the initial members of the Limited Liability Company is:

Lee Kaplan, 204 Duckwood Lane, Ponte Vedra Beach, FL 32082.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall have the right to admit additional members on the majority vote of the members.

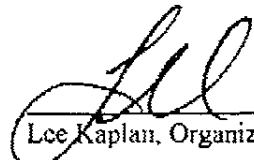
ARTICLE VII
CONTINUATION OF LIMITED LIABILITY COMPANY

The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms and conditions as the members may agree.

ARTICLE VIII
OPERATING AGREEMENT

An Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be adopted, repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

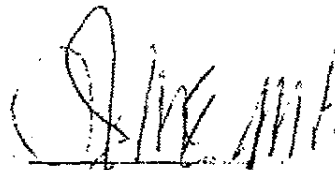
IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 12th day of February, 2007.


Lee Kaplan, Organizing Member

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF KAP-FIT I, LLC**

Pursuant to § 608.415 of the Florida Limited Liability Company Act, the undersigned having been designated as the initial Registered Agent for the service of process within the state of Florida upon Kap-Fit I, LLC., a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 6th day of February, 2007.


John McE. Miller, P.A.
Registered Agent

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