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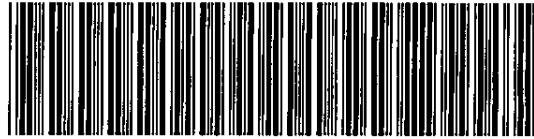
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2007 APR -3 P 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M.B. Fitness Clubs, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael B. Brashear

(Name of Person)

M.B. Fitness Clubs, LLC

(Firm/Company)

144 S. Cumberland Ave

(Address)

Ocoee, FL 34761

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael B. Brashear

(Name of Person)

at 407

756-6236

(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M.B. Fitness Clubs, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

144 S. Cumberland Ave

Ocoee, FL 34761

Mailing Address:

144 S. Cumberland Ave

Ocoee, FL 34761

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Amy B. Fulmer

Name

1565 Whitefriar Dr

Florida street address (P.O. Box **NOT** acceptable)

Ocoee

FL 34761

City, State, and Zip

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

Michael B. Brashear

144 S Cumberland Ave

Ocoee, FL 34761

Richard L. Brashear "MGRM"

4745 South Atlantic Ave
Port Inlet FL 32127

(Use attachment if necessary)

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TALLAHASSEE FLORIDA

ARTICLE V: Effective date, if other than the date of filing: 2/20/2007 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



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.)

Michael Brashear

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)