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ARTICLES OF ORGANIZATION FOR KANDI LAND KIDZ GYM, LLC A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is:

KANDI LAND KIDZ GYM, LLC

ARTICLE II

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

365 Citrus Tower Boulevard, Suite 120, Clermont, Florida 34711

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:

MERIDETH C. NAGEL, P.A. 953 10th Street Clermont, Florida 34711

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 statues 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.

MERIDET



ARTICLE V

The name and address of managing members/managers are:

Title: Managing Member Name: Kandi Blakeslee Address: 365 Citrus Tower Boulevard, Suite 120, Clermont, Florida 34711

Title: Managing Member Name: Betsy Yerian Address: 365 Citrus Tower Boulevard, Suite 120, Clermont, Florida 34714

ARTICLE VI

The effective date for this Limited Liability Company shall be:

April ____, 2007

MERIDETH C. NAGEL

