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(Requestor's Name)

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(City/State/Zip/Phone #)

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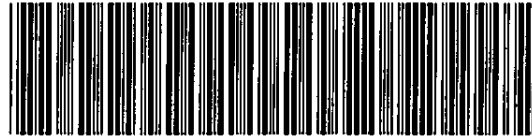
(Business Entity Name)

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TALLAHASSEE, FLORIDA

NRC

George N. Klimis, P.A.

Attorney at Law

◆ L.L.M. Taxation ◆

May 21, 2007

VIA CERTIFIED MAIL/RETURN RECEIPT

#7006 2150 0004 5115 9822

Secretary of State
Division of Corporations
Corporate Records Bureau
2661 Executive Center Circle West
Tallahassee, FL 32301

Re: TARPON GYMNASTICS, L.L.C.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$ 125.00 for filing of the same.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 

George N. Klimis, Esquire

GNK/mw

Enclosures: As referenced above

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TARPON GYMNASTICS, L.L.C.

The undersigned persons, acting as the organizers of **TARPON GYMNASTICS, L.L.C.**, (The "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and address of the Company is: **TARPON GYMNASTICS, L.L.C.**, located at **40741 US 19, Tarpon Springs, Florida 34689**.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon filing, and the existence of the Company will continue perpetually.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is **27 E. Orange Street, Tarpon Springs, Florida 34689**, and the name of the Company's initial registered agent at that address is **George N. Klimis, Esquire**.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by the Manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The Manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.404(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other Agreement that may be entered into between the members and the Manager. The name and address of the initial Manager is as follows:

**THEODORA HARITOS
40741 US 19
Tarpon Springs, FL 34689**

The Manager shall serve in that capacity until the first annual meeting of members or until a successor is elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

ARTICLE IX. ORGANIZER

The name and street address of the organizer executing these Articles of Organization: **GEORGE N. KLIMIS, Esquire**, whose mailing address is 27 E. Orange Street, Tarpon Springs, FL 34689.

ARTICLE X. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members, shall be as preached by the Secretary of State of Florida and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

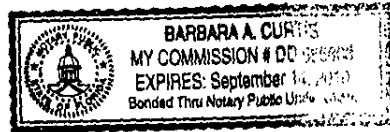
2/5 **IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this day of May, 2007.



GEORGE N. KLIMIS, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 2/31 day of May, 2007, by **GEORGE N. KLIMIS**, who is personally known to me or has produced proper identification and who did not take an oath.



signed: Barbara A. Curtis
printed: BARBARA A. CURTIS
Notary Public - State of Florida



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That **TARPON GYMNASTICS, L.L.C.** desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Article of Organization, located at **27 E. Orange Street, Tarpon Springs, FL 34689**, has named **GEORGE N. KLIMIS, Esquire**, as its agent to accept service of process within the State of Florida.

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.

DATED this 21st day of May, 2007.



GEORGE N. KLIMIS

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TALLAHASSEE, FLORIDA