

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

L07000071592
FILED 8:00 AM
July 11, 2007
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:

JOHNNY ROCK FITNESS AT BRICKELL, LLC

Article II

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

90 SW 8TH STREET
3RD FLOOR
MIAMI, FL. US 33130

The mailing address of the Limited Liability Company is:

90 SW 8TH STREET
3RD FLOOR
MIAMI, FL. US 33130

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:

ELIZABETH L BROWN
1200 BRICKELL BAY DRIVE
#1610
MIAMI, FL. 33131

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: ELIZABETH L. BROWN

Article V

The name and address of managing members/managers are:

Title: MGRM
ELIZABETH L BROWN
1200 BRICKELL BAY DRIVE, #1610
MIAMI, FL. 33131 US

Title: MGRM
ALEX E FERNANDEZ
549 NE 72ND STREET
MIAMI, FL. 33138 US

Title: MGRM
JOHNNIE R HERNANDEZ
90 SW 8TH STREET, 3RD FLOOR
MIAMI, FL. 33130 US

Signature of member or an authorized representative of a member

Signature: ELIZABETH L. BROWN

L07000071592
FILED 8:00 AM
July 11, 2007
Sec. Of State
Isellers