

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

L07000102348
FILED 8:00 AM
October 09, 2007
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

ANYTIME FITNESS LLC

Article II

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

420 COLLEGE DRIVE
MIDDLEBURG, FL. 32068

The mailing address of the Limited Liability Company is:

420 COLLEGE DRIVE
MIDDLEBURG, FL. 32068

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:

KIMBERLY J MACY
12543 LARKSTONE COURT
JACKSONVILLE, FL. 32225

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: KIMBERLY J MACY

Article V

The name and address of managing members/managers are:

Title: MGRM
KIMBERLY J MACY
12543 LARKSTONE
JACKSONVILLE, FL. 32225

Title: MGRM
INEZ COWART
41 COBIA STREET
PONTE VEDRA, FL. 32082

Article VI

The effective date for this Limited Liability Company shall be:

10/08/2007

Signature of member or an authorized representative of a member

Signature: KIMBERLY J MACY

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