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To:
Division of Corporations
Fax Number : (850)617-6383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

just

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Condesa Gym USA LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Condesa Gym USA LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Condesa Gym USA LLC
6039 Collins Ave Dept. 801
Miami Beach FL 33140

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Fernando A. Lopez
2831 SW 190 Ave
Miramar FL 33029

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar items to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

BERNABEU ROMAN BRITO
6039 Collins Avenue, Dept. 801
Miami Beach FL 33140

Article VII. Company Existence

The Company's existence shall begin effective as of October 12, 2007.

The undersigned authorized representative of a member executed these Articles of Organization on October 15, 2007.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte President and Chief Strategy Officer
by Y. Ogurchikova as attorney-in-fact

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TALLAHASSEE, FLORIDA

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Condesa Gym USA LLC

REGISTERED AGENT/OFFICE:

Fernando A. Lopez

2831 SW 190 Ave

Miramar FL 33029

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FERNANDO A. LOPEZ

by Y. Ogurchikova as attorney-in-fact

Date: October 12, 2007.

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