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Florida Department of State  
Division of Corporations  
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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

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CONDESA GYM USA LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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| Page Count            | 04      |
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TALLAHASSEE, FLORIDA

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Condesa Gym USA LLC

Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 12, 2007.

### Article III. Address

The Company's street and mailing address is:

Condesa Gym USA LLC  
6039 Collins Ave Dept. 801  
Miami Beach FL 33140

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

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

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Article V. 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 item to which the assignor was entitled, to the extent assigned.

Article VI. 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 VII. 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

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

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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Condesa Gym USA LLC

By:   
by Y. Ogurchikova as attorney-in-fact

Name: Brito Bernabeu

Title: Manager

Date: October 23, 2007

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Condesa Gym USA LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

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

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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 Certificate. 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.

*Yulia Ogurchikova*

CORPORATE CREATIONS NETWORK INC.

Yulia Ogurchikova, Assistant Secretary

Date: October 23, 2007

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