

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

L07000119514
FILED 8:00 AM
November 30, 2007
Sec. Of State
dcurry

Article I

The name of the Limited Liability Company is:

BRAIN AEROBICS LLC

Article II

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

65 CENTRAL PARK WEST
NEW YORK, NY. 10023

The mailing address of the Limited Liability Company is:

735 N.E 125 ST
OS2 CORP
N. MIAMI, FL. 33161

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:

OS2 CORP
735 N.E 125 ST
N MIAMI, FL. 33161

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: AL LEVINSTEIN

Article V

The name and address of managing members/managers are:

Title: MGR
BRAIN AEROBICS
65 CENTRAL PARK WEST
NEW YORK, NY. 10023

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Article VI

The effective date for this Limited Liability Company shall be:

11/29/2007

Signature of member or an authorized representative of a member

Signature: AL LEVINSTEIN