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GRIMES GOEBEL

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Account Name : GRIMES, GOEBEL, GRIMES, HAWKINS, GLADFELTER & GALVANO, P.L.
Account Number : 072460000742
Phone : (941)748-0151
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Fathom Fitness, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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H08000051201 3

**ARTICLES OF ORGANIZATION OF
FATHOM FITNESS, LLC
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is Fathom Fitness, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 222 Breakers Lane, Apollo Beach, Florida 33572.

ARTICLE III

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Renee Butz. The address of the Company's registered agent is 222 Breakers Lane, Apollo Beach, Florida 33572.

ARTICLE IV

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and address of each Managing Member is as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
MGRM	Renee Butz and Michael Lewis, as tenants by the entirety	222 Breakers Lane Apollo Beach, Florida 33572

ARTICLE V

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

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IN WITNESS WHEREOF, we have executed these Articles of Organization on this 26th
day of February, 2008.


Renee Butz, Managing Member


Michael Lewis, Managing Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Fathom Fitness, LLC.
2. The name and the Florida street address of the registered agent and office are:
Renee Butz, 222 Breakers Lane, Apollo Beach, Florida 33572.

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 as provided for in Chapter 608, Florida Statutes.

Dated: Feb. 26, 2008.


Renee Butz, Registered Agent

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