

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

L08000024399
FILED 8:00 AM
March 07, 2008
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

ULTIMA CAFE', LLC

Article II

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

400 CLEMATIS STREET

#102

WEST PALM BEACH, FL. 33401

The mailing address of the Limited Liability Company is:

400 CLEMATIS ST.

#102

WEST PALM BEACH, FL. US 33401

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:

DOWNTOWN FITNESS, INC.

400 CLEMATIS STREET

#101

WEST PALM BEACH, FL. 33401

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: ROBERT S. CATES

Article V

The name and address of managing members/managers are:

Title: MGR
ROBERT S CATES
400 CLEMATIS STREET #102
WEST PALM BEACH, FL. 33401

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Article VI

The effective date for this Limited Liability Company shall be:

03/07/2008

Signature of member or an authorized representative of a member

Signature: ROBERT S. CATES