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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Vertical Fitness of Orlando, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
OF
VERTICAL FITNESS OF ORLANDO, LLC

The undersigned, acting as the organizer of **VERTICAL FITNESS OF ORLANDO, LLC** under the Florida Limited Liability Company Act, Chapter 608, adopts the following Articles of Organization:

ARTICLE I – Name:

The name of the limited liability company is **VERTICAL FITNESS OF ORLANDO, LLC** (the "Company").

ARTICLE II – Address:

The mailing address and street address of the Company is 2751 Old Winter Garden Road, Ocoee, Florida 34761.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV – Management:

The Company shall be a Manager managed company, Managed by one or more Managers and the name and address of the initial Manager:

<u>Name</u>	<u>Address</u>
Jennifer Arns, MGRM	2751 Old Winter Garden Road Ocoee, Florida 34761

ARTICLE V – Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI – Purpose and Business:

The Company is organized for the purpose of transacting any and all lawful business for which a limited liability company may be incorporated under the Florida Statutes Chapter 608 (including Section

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608.403 "Purpose"), provided that it will not engage in any act of activity requiring the consent or approval of any government official, department, board, agency or any other body of any local, state, or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

ARTICLE VII – Initial Registered Agent and Office:

The initial registered agent for the Company shall be Florida Biz Formation, LLC, Susan M. Budowski, Esq., and the street address of the Company's initial registered office is 6996 Piazza Grande Avenue, Suite 309, Orlando, Florida 32835

ARTICLE VIII – Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effective by the unanimous written approval of all the then existing Members of the Company.

ARTICLE IX – Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and heirs, executor, personal representative, administrators, successors, or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification, conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organizations or Regulations of the Company, agreement, vote of the Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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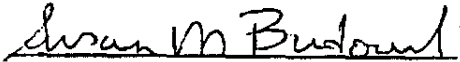
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ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining Member shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of this 2nd day of April, 2008.


Susan M. Budowski, Esq.

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