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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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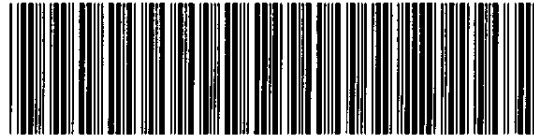
(Business Entity Name)

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T. CLINE

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EXAMINER

LAW OFFICES
JOEL A. SAVITT
PROFESSIONAL ASSOCIATION
SUITE 506 • 20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180

JOEL A. SAVITT

OF COUNSEL
ALAN B. GEST

TELEPHONE (305)936-8844
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VIA FEDERAL EXPRESS

May 9, 2008

Registration Section
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

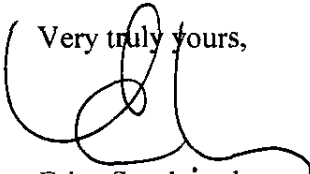
Re: The Gym at Brickell, L.L.C., a Florida limited liability company
Our File No.:

Gentlemen:

Enclosed please find one (1) original and one (1) copy of the proposed Articles of Organization for "The Gym at Brickell, L.L.C." as a limited liability company. Also enclosed find a check in the amount of \$155.00 payable to the Florida Department of State. This check represents payment as follows:

- i. \$100.00 Filing Fee for Articles of Organization.
- ii. \$25.00 Designation of Registered Agent.
- iii. \$30.00 Certified Copy.

Very truly yours,



Erica Smolyansky
Legal Assistant to Joel A. Savitt

JAS:es
Enclosures as stated

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
of
THE GYM AT BRICKELL, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company is **THE GYM AT BRICKELL, L.L.C.** (the "Company").

ARTICLE II -- ADDRESS OF PRINCIPAL OFFICE

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

2600 Island Boulevard
Suite 1801
Aventura, Florida 33160

ARTICLE III -- MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

2600 Island Boulevard
Suite 1801
Aventura, Florida 33160

ARTICLE IV -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided the regulations.

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ARTICLE V -- MANAGEMENT

The company shall be managed by a manager and is a member-managed company. The name and address of the Manager who is to serve until the first annual meeting of member or until her successor is elected and qualify is:

NAME	ADDRESS
Josephine Percy	2600 Island Boulevard Suite 1801 Aventura, Florida 33160

ARTICLE VI -- MEMBER

The name and address of the member of the company is:

NAME	ADDRESS
Josephine Percy	2600 Island Boulevard Suite 1801 Aventura, Florida 33160

ARTICLE VII -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Josephine Percy, 2600 Island Boulevard, Suite 1801, Aventura, Florida 33160.

IN WITNESS WHEREOF, the undersigned organizer and member has made and subscribed these Articles of Organization at Aventura, Florida, on this 8th day of May, 2008.

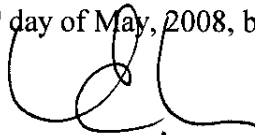
Josephine Percy
Organizer and Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 8th day of May, 2008, by Josephine Percy



Notary Public - State of Florida

Erica Smolyansky

Print Name of Notary Public

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

NOTARY PUBLIC-STATE OF FLORIDA
Erica Smolyansky
Commission #DD721789
Expires: OCT. 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **THE GYM AT BRICKELL, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Josephine Percy
Registered Agent

