

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

L08000098647
FILED 8:00 AM
October 20, 2008
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:
EARTH FITNESS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
11750 EAST COLONIAL DRIVE
ORLANDO, FL. US 32817

The mailing address of the Limited Liability Company is:
6842 SCYTHER AVE
ORLANDO, FL. US 32812

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:
AWE INDUSTRIES CORP.
6842 SCYTHER AVE
ORLANDO, FL. 32812

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: JAKE APPEL

Article V

The name and address of managing members/managers are:

Title: MGR
AWE INDUSTRIES CORP.
6842 SCYTHE AVE
ORLANDO, FL. 32812 US

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Article VI

The effective date for this Limited Liability Company shall be:

10/15/2008

Signature of member or an authorized representative of a member

Signature: JAKE APPEL