

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

L08000102078
FILED 8:00 AM
October 31, 2008
Sec. Of State
ncausseauX

Article I

The name of the Limited Liability Company is:

OLD TOWN FITNESS, LLC

Article II

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

1010 TRUMAN AVENUE
KEY WEST, FL. US 33040

The mailing address of the Limited Liability Company is:

1010 TRUMAN AVENUE
KEY WEST, FL. US 33040

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:

WAYNE L SMITH
333 FLEMING STREET
KEY WEST, FL. 33040

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: WAYNE LARUE SMITH

Article V

The name and address of managing members/managers are:

Title: MGRM
GREGORY DELONG
1010 TRUMAN AVENUE
KEY WEST, FL. 33040 US

Title: MGRM
COURTNEY AMAN
1010 TRUMAN AVENUE
KEY WEST, FL. 33040 US

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Article VI

The effective date for this Limited Liability Company shall be:

10/30/2008

Signature of member or an authorized representative of a member

Signature: WAYNE LARUE SMITH