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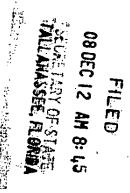
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EXAMINER







ACCOUNT NO. : 072100000032

REFERENCE: 824749 7509224

AUTHORIZATION : Signello

COST LIMIT : (\$\sqrt{1.55.00}

ORDER DATE: December 12, 2008

ORDER TIME : 2:04 PM

ORDER NO. : 824749-005

CUSTOMER NO: 7509224

DOMESTIC FILING

NAME: BEACH GYM, LLC

XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION OF BEACH GYM, LLC



The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is BEACH GYM, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 901 N. Hercules Avenue, Suite D, Clearwater, Florida 33765.

Article III - Registered Agent, Registered Office

The name and the Florida street address of the initial registered agent are Robert C. Burke, Jr., 412 E. Tarpon Avenue, Tarpon Springs, Florida 34689.

Article IV - Management

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 12 Hz day of DECEMBER, 2008.

ROBERT C. BURKE, JR.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert C. Burke, Jr.

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penaltics of perjury that the facts stated herein are true.)

ROBERT C. BURKE, JR.