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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

MAR 25 2009

EXAMINER

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VIA UPS 2<sup>nd</sup> DAY AIR  
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March 20, 2009

Secretary of State  
Divisions of Corporations  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

**RE: Articles of Organization  
Avenues-Fit, LLC  
Our File No. 090099**

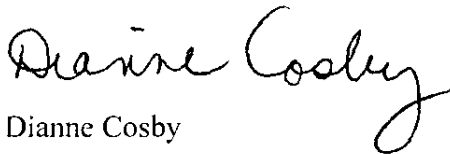
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TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find our check in the amount of \$125.00 for filing Articles of Organization for Avenues-Fit, LLC. Also included is the Certificate Designating Registered Agent.

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self addressed envelope.

Sincerely yours,

  
Dianne Cosby

/dwc  
Enclosures

ARTICLES OF ORGANIZATION OF  
Avenues-Fit, LLC

ARTICLE I – Name:

The name of this Limited Liability Company shall be Avenues-Fit, LLC, a Florida limited liability company.

ARTICLE II – Commencement and Duration:

Avenues-Fit, LLC shall exist for a period beginning on March 19, 2009 and ending on the same day 99 years thereafter.

ARTICLE III – Purpose:

Effective Date 03/19/09

Avenues-Fit, LLC is created to engage in any lawful act, business or activity for which limited liability companies may be formed under the laws of the State of Florida and to do any and all other things which are necessary, desirable or incidental to the foregoing purpose.

ARTICLE IV – Street and Mailing Address:

The street address (business address) Avenues-Fit, LLC shall be 1651 Peach Tree Circle North, Jacksonville, Florida 32207 and such other place or places as the members from time to time may determine.

The mailing address of Avenues-Fit, LLC shall be c/o Ansbacher & McKeel, P.A., 8818 Goodbys Executive Drive, Jacksonville, Florida 32207.

ARTICLE V – Registered Agent:

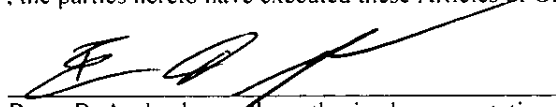
The initial registered agent of Avenues-Fit, LLC shall be Ansbacher & McKeel, P.A., a Florida professional association, 8818 Goodbys Executive Drive, Jacksonville, Florida 32217.

ARTICLE VI – Management:

Avenues-Fit, LLC will be managed by one or more managers and is therefore, a manager – managed company. The initial manager(s) is (are):

Jay Kaplan  
1651 Peach Tree Circle North  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization.

  
Barry B. Ansbacher as the authorized representative of Avenues-Fit, LLC

(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.)

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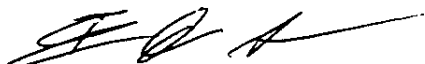
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**DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT  
FOR  
Avenues-Fit, LLC**

Pursuant to the Florida Statutes, the undersigned limited liability company submits the following statement in order to designate its registered office and registered agent, in the State of Florida.

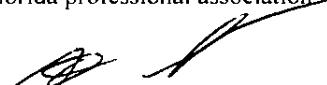
1. The name of the limited liability company is Avenues-Fit, LLC
2. The mailing address of the limited liability company is c/o Ansbacher & McKeel, P.A., 8818 Goodbys Executive Drive, Jacksonville, Florida 32217.
3. The name of the registered agent and the registered office address will be:

Ansbacher & McKeel, P.A.,  
a Florida professional association  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

  
Barry B. Ansbacher as the authorized  
representative of Avenues-Fit, LLC

The undersigned hereby 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 relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F. S.

Ansbacher & McKeel, P.A.  
a Florida professional association

By:   
Barry B. Ansbacher, President