

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

L09000041459
FILED 8:00 AM
April 29, 2009
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

THE BISCAYNE BOXING AND FITNESS CLUB LLC

Article II

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

7200 BISCAYNE BOULEVARD
MIAMI, FL. 33138

The mailing address of the Limited Liability Company is:

1441 BRICKELL AVENUE, 15TH FLOOR
MIAMI, FL. 33131

Article III

The purpose for which this Limited Liability Company is organized is:

HEALTH AND FITNESS CLUB

Article IV

The name and Florida street address of the registered agent is:

JOHN M CATALANO
C/O TEW CARDENAS LLP
1441 BRICKELL AVENUE, 15TH FLOOR
MIAMI, FL. 33131

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: JOHN M. CATALANO

Article V

The name and address of managing members/managers are:

Title: MGRM
C. THOMAS TEW
1441 BRICKELL AVENUE, 15TH FLOOR
MIAMI, FL. 33131

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Article VI

The effective date for this Limited Liability Company shall be:

04/29/2009

Signature of member or an authorized representative of a member

Signature: C. THOMAS TEW