

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

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FILED 8:00 AM
July 06, 2009
Sec. Of State
thampton

Article I

The name of the Limited Liability Company is:

JUST FITNESS BAYMEADOWS LLC

Article II

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

8206 PHILIPS HWY, UNIT 1
JACKSONVILLE, FL. US 32256

The mailing address of the Limited Liability Company is:

PO BOX 78737
CHARLOTTE, NC. US 28271

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:

JAY KAPLAN
8206 PHILIPS HWY, UNIT 1
JACKSONVILLE, FL. 32256

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: JAY KAPLAN

Article V

The name and address of managing members/managers are:

Title: MGRM
OMNI OF FAYETTEVILLE LLC
PO BOX 78737
CHARLOTTE, NC. 28271 US

Title: MGRM
ALMOST HEAVEN FITNESS MANAGEMENT
8206 PHILIPS HWY, UNIT 1
JACKSONVILLE, FL. 32256 US

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Article VI

The effective date for this Limited Liability Company shall be:

07/01/2009

Signature of member or an authorized representative of a member

Signature: GREG MOSELEY