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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanBatesLawGroup.com

* LL. M. IN TAXATION
+ BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
** CERTIFIED PUBLIC ACCOUNTANT
*** LL. M. IN ESTATE PLANNING
† CERTIFIED CIRCUIT COURT MEDIATOR
Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

December 21, 2009
VIA UPS

Re: FIT-BAR ENTERPRISES, L.L.C.

Dear Sirs/Madams:

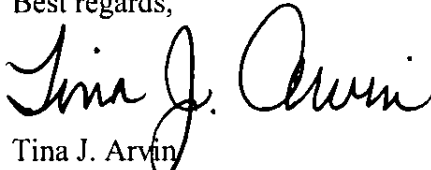
Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby FIT-BAR ENTERPRISES, a Minnesota general partnership, will convert into FIT-BAR ENTERPRISES, L.L.C., a Florida limited liability company.

Also enclosed please find a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

Please contact me if you have any questions on the attached.

Best regards,


Tina J. Arvin
Paralegal for Alan S. Gassman

:tja
Enclosures

cc: Steven C. Fiterman (w/ encl. via email sfiterman@grounddevelopment.com)

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: FIT-BAR ENTERPRISES

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of MINNESOTA
(Enter state, or if a non-U.S. entity, the name of the country)

on 12/27/1993
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

FIT-BAR ENTERPRISES, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

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Signed this 21st day of December 20 09.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Steven P. Fiterman
Printed Name: Steven Fiterman Title: MANAGER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Steven Fiterman
Printed Name: Steven Fiterman Title: GENERAL PARTNER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: FIT-BAR ENTERPRISES, L.L.C.

ARTICLE II - Address:

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

6967 Verde Way
Naples, Florida 34108

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman
Name
1245 Court Street, Suite 102
Florida street address (P.O. Box NOT acceptable)
Clearwater, FL 33756
City, State, and Zip

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Audit Fax No: _____

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(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.)



ALAN S. GASSMAN

J:\AFITERMAN, STEVEN\Fit-Bar Enterprises, L.L.C. (FL)\Articles of Organization.1.wpd
jas 12-1-09

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