

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

L10000005353
FILED 8:00 AM
January 15, 2010
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:
PANAMA CITY ATHLETIC CLUB II, L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:
1344 W. 15TH STREET
PANAMA CITY, FL. US 32401

The mailing address of the Limited Liability Company is:
1344 W. 15TH STREET
PANAMA CITY, FL. US 32401

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:
MICHAEL MCKINNEY
1344 W. 15TH STREET
PANAMA CITY, FL. 32401

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: MICHAEL MCKINNEY

Article V

The name and address of managing members/managers are:

Title: MGRM
MICHAEL MCKINNEY
1344 W. 15TH STREET
PANAMA CITY, FL. 32401

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Signature of member or an authorized representative of a member

Signature: MICHAEL MCKINNEY