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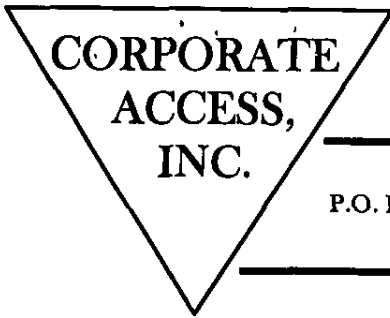
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LLC

1. NNMN Fitness, LLC  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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EFFECTIVE DATE

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**ARTICLES OF ORGANIZATION**

**OF**

**NNMN FITNESS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JAN -3 PM 4:14

Pursuant to the provisions of Chapter 608, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Organization of this Florida limited liability company:

ARTICLE I - NAME

The name of this Company shall be:  
**NNMN Fitness, LLC**

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Company is:

2219 County Road 220  
Suite 306  
Middleburg, Florida 32068

The initial mailing address of the Company is:

2219 County Road 220  
Suite 306  
Middleburg, Florida 32068

ARTICLE III - DURATION

The Company is to commence its existence on **January 1, 2011**. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This Company is organized for the following purposes:

(a) To own and operate a Jazzercise® franchise; and

(b) The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Florida Statutes §608.404, et sequitur, as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - MANAGEMENT

This Company will be a Manager-managed Company and will be managed by one (1) Managing Member initially. The number of Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the Managing Member(s) and/or LLC Manager(s), in addition to those contained in Chapter 608, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The name and address of the initial Managing Member is:

Donna M. Nunes  
2219 County Road 220  
Suite 306  
Middleburg, Florida 32068

#### ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Company is:

Donna M. Nunes  
2219 County Road 220  
Suite 306  
Middleburg, Florida 32068

#### ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

#### ARTICLE VIII - AMENDMENT

The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to

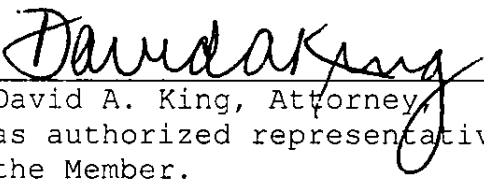
adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the person, authorized by the Member, who is signing these Articles of Organization is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization, this 31<sup>st</sup> day of December, 2010.

  
\_\_\_\_\_  
David A. King, Attorney  
as authorized representative of  
the Member.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR LIMITED LIABILITY COMPANY**

Pursuant to Section 608.415, Florida Statute, the following  
is submitted:

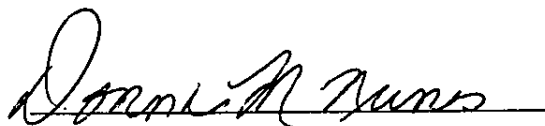
**NNMN Fitness, LLC**

desiring to organize under the laws of the State of Florida,  
with its principal office as indicated in the Articles of  
Organization, has named as its Registered Agent to accept  
service of process within this State:

Donna M. Nunes  
2219 County Road 220  
Suite 306  
Middleburg, Florida 32068

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of  
process for the above stated limited liability company, at the  
place designated in this Certificate, I hereby acknowledge that  
I am familiar with said laws of the State of Florida, and I  
hereby agree to act in this capacity, and I agree to comply with  
the provisions of said laws.

  
Donna M. Nunes