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FLORIDA LIMITED LIABILITY CO.
S & S FITNESS HOLDINGS, LLC

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December 28, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SPOOR LAW, P.A.

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A business entity may not serve as its own manager or managing member. Please designate an individual or another business entity as your manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6028.

Barbara Bostick
Regulatory Specialist II

FAX Aud. #: H11000301183
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**ARTICLES OF ORGANIZATION
OF
S & S FITNESS HOLDINGS, LLC**

1. Name. The name of this limited liability company is **S & S FITNESS HOLDINGS, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is 225 8th Ave. NE, St. Petersburg, Florida 33701.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Spoor Law, P.A. The street address of the initial registered agent of the Company is 111 2nd Avenue NE, Suite 1600, St. Petersburg, Florida 33701.

6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial managers of the Company shall be Steven T. Ashton and Shireen D. Hamced.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Additional Members. Additional members to the Company may be admitted, but only upon the consent of all of the other members of the Company at the time admission is sought, or as may otherwise be permitted under the Company's Operating Agreement.

The undersigned executed these Articles of Organization this 28th day of December, 2011.

In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



James R. Spoor,
Authorized Representative of Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Spoor Law, P.A.

By: 
James M. Spoor, President

Dated: December 28, 2011

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