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FLORIDA LIMITED LIABILITY CO.
FFL EQUIPMENT SALES AND SERVICE, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
FFL EQUIPMENT SALES AND SERVICE, L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **FFL EQUIPMENT SALES AND SERVICE, L.L.C.** (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 715 Tenth Street South, Naples, Florida 34102.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: **Kermit S. Sutton, 715 Tenth Street South, Naples, Florida 34102.**

ARTICLE IV

MANAGEMENT

The Company will be managed by members in accordance with the Company's Operating Agreement. The initial Managing Members are Zachary Ische and Chadwick May.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

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ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

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CORPORATE SERVICES DIVISION
TALLAHASSEE, FLORIDA

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Executed by the undersigned member at Naples, Florida on the 2nd day of February, 2012.

Chadwick May
Chadwick May

STATE OF FLORIDA
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this _____ day of _____, 2012, by Chadwick May, who (☒) is personally known to me or who (☐) has produced _____ as identification.

(SEAL)




Mary F. Haller
Notary Public
Print name: MARY LOU HALLER
My commission expires 1/14/15

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Executed by the undersigned member at Naples, Florida on the 2ND day of FEBRUARY, 2012.

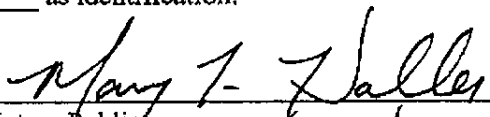

Zachary Ische

STATE OF FLORIDA
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this ____ day of _____, 2012, by Zachary Ische, who (☒) is personally known to me or who (☐) has produced _____ as identification.

(SEAL).




Notary Public
Print name: MARY LOU HALLER
My commission expires 1/14/15

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Executed by the undersigned member at Naples, Florida on the 2nd day of
FEBRUARY, 2012.



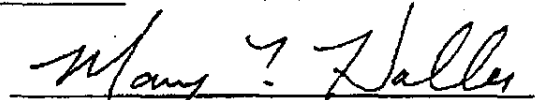
Kermit S. Sutton
Managing Member
Sutton Fitness Equipment, LLC

STATE OF FLORIDA
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this ____ day of
_____, 2012, by Kermit S. Sutton, who (X) is personally known to me or
who () has produced _____ as identification.

(SEAL)




Notary Public
Print name: MARY LOU HALLER
My commission expires 1/14/15

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **FFL EQUIPMENT SALES AND
SERVICE, L.L.C.**

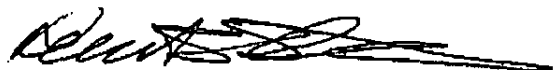
The name of the initial registered agent of the limited liability company is **Kermit S. Sutton**, its
agent to accept service of process within Florida with a registered office located at 715 Tenth
Street South, Naples, Florida 34102.

By: 
Kermit S. Sutton

Dated: FEBRUARY 2 , 2012

REGISTERED AGENT ACCEPTANCE

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, **Kermit S. Sutton**
hereby accepts the appointment as registered agent and agrees to act in that capacity. **Kermit S.
Sutton** further agrees to comply with the provisions of all statutes relating to the proper and
complete performance of its duties, and **Kermit S. Sutton** is familiar with and accepts the
obligations of its position as registered agent.

By: 
Kermit S. Sutton

Dated: FEBRUARY 2 , 2012

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