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ARTICLES OF ORGANIZATION FOR

(A Florida Limited Liability Company)

ARTICLE I -- Name:

The name of the limited liability company is Liability Company"). (the "Limited

BEST USED GYM EQUIPMENT, LLC

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act. (Section 608.401, et. Seq., Florida Statutes).

ARTICLE IV - Address:

The mailing and street address of the principal office of the Limited Liability Company shall be 429 LENOX AVE. STE. 4W22

MIAMI BEACH, FL 33139

ARTICLE V – Management:

The management of the Limited Liability Company is reserved to the members. The members of the Limited Liability Company are:

Title:MGR JUAN CARLOS GONZALEZ 429 LENOX AVE. STE 4W22 MIAMI BEACH, FL 33139 Title:MGR GABRIEL FERNANDEZ 429 LENOX AVE. STE 4W22 MIAMI BEACH, FL 33139

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ARTICLE VI - Registered Agent:

The registered agent for service of process on the Limited Liability Company shall be JUAN CARLOS GONZALE2 429 LENOX AVE. STE 4W22 MIAMI BEACH, FL 33139 ARTICLE VII - Debt and Contractual Liability

Any member may contract debt and/or incur contractual liability by or on behalf of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this ______ day of June, 2012,

ACCEPTANCE OF DESIGNATION OS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, states that he is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 27 day of June, 2012

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