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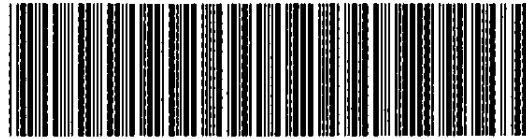
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 12 2013

*Law Offices
of*
Charles W. McKinnon, P.L.

Charles W. McKinnon
Lisa R. Hamilton

The Atrium Building
3055 Cardinal Dr., Suite 302
Vero Beach, Florida 32963

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December 6, 2013

Department of State
Division of Corporations
Corporate Filing
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pro Sport Fitness, LLC

Dear Sir/Madam:

Please find enclosed the following:

1. Original Articles of Organization for filing with the Secretary of State;
2. One photocopy of the Articles of Organization; and
3. A check in the amount of \$155.00 for the filing fee and certified copy charge.

Please file the original Articles of Organization with the Florida Secretary of State, issue and return to us the certified copy.

If you have any questions regarding this matter, please do not hesitate to call me. Thank you for your assistance in this regard.

Sincerely yours,



Lisa R. Hamilton

Enclosures

cc: Ms. Chelsea Clements

ARTICLES OF ORGANIZATION

OF

PRO SPORT FITNESS, LLC

A Florida Limited Liability Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 DEC 10 PM 4:28

FILED

The undersigned, acting as organizer of PRO SPORT FITNESS, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be PRO SPORT FITNESS, LLC.

ARTICLE II

Duration

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III

Purpose

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV

Business Address and Registered Agent

The mailing address of this LLC shall be 5585 U.S. Highway 1, Suite 1, Vero Beach, Florida 32967. The name and address of the LLC's initial registered agent shall be Lisa R. Hamilton, located at 3055 Cardinal Drive, Suite 302, Vero Beach, Florida 32963.

ARTICLE V

Members and Contributions

(a) The name and address of the Manager Member are as follows:

Chelsea Clements, 6195 60th Court, Vero Beach, Florida 32967.

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII

Dissolution, Continuation

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as a majority of the remaining members agree to continue the LLC.

ARTICLE VIII

Management

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified are:

Chelsea Clements
6195 60th Court
Vero Beach, Florida 32967

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to her by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX

Regulations

The Operating Agreement of this LLC may only be adopted, amended, altered or repealed by vote of the Members as set forth in the Operating Agreement.

ARTICLE X

Additional Provisions

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be the date of filing these Articles.

ARTICLE XI Amendment

This LLC reserves the right to amend, alter, or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed, this 5th day of December, 2013.

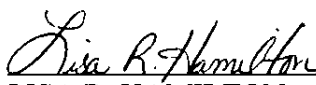


CHELSEA CLEMENTS

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 as provided for in Chapter 608, F.S.



LISA R. HAMILTON
Date: December 5, 2013