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**FLORIDA LIMITED LIABILITY CO.
JF FITNESS OF RICHMOND, LLC**

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ARTICLES OF ORGANIZATION
OF
JF FITNESS OF RICHMOND, LLC

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company"), under the Florida Limited Liability Company Act (Chapter 605, Florida Statutes) and in accordance with F.S. § 605.0201

1. Name. The name of the Company is:

JF Fitness of Richmond, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 1241 Gulf of Mexico Drive, #1103, Longboat Key, Florida 34228.

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is John G. Freeland, 1241 Gulf of Mexico Drive, #1103, Longboat Key, Florida 34228.

4. Management. The Company shall be a manager-managed company. The name and address of the initial manager of the Company is:

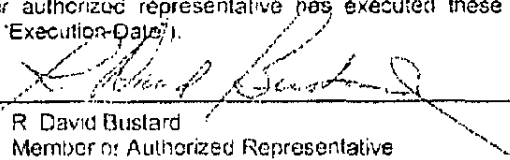
John G. Freeland
1241 Gulf of Mexico Drive, #1103
Longboat Key, Florida 34228

Managers may be appointed or removed in the manner provided in the Operating Agreement of the Company.

5. Existence. In accordance with F.S. § 605.0207, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

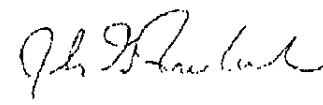
In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 8th day of July, 2014 (the "Execution Date").


R. David Bustard
Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 605.0201(2)(c) and 605.0113, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


John G. Freeland