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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6383

From: **GAIL S ANDRE**
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.
SUNSHINE FITNESS GROWTH HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 AUG -4 AM 9:00

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**ARTICLES OF ORGANIZATION
OF
SUNSHINE FITNESS GROWTH HOLDINGS, LLC**

ARTICLE I - NAME

The name of this limited liability company is SUNSHINE FITNESS GROWTH HOLDINGS, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

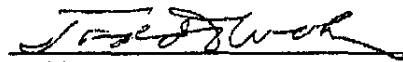
The street address and mailing address of the Company's principal office is 4776 New Broad Street, Suite 195, Orlando, Florida 32814.

ARTICLE III - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Company is 10 Windsormere Way, Suite 100, Oviedo, Florida 32765 and the name of the initial registered agent of the Company at that address is Todd D. Walker.

ARTICLE IV - MANAGEMENT


The Company is manager-managed for purposes of Section 605.0407, Florida Statutes, and other relevant provisions of Chapter 605, Florida Statutes, and the initial manager of the Company is Sunshine Fitness Centers, Inc.


Todd D. Walker, Authorized Representative
Member

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ACCEPTANCE OF REGISTERED AGENT

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, 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 605, Florida Statutes.


Todd D. Walker