

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

From: Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
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Email Address: jeffmccarrell@me.com

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**FLORIDA LIMITED LIABILITY CO.
MCCARRELL FITNESS COMPANIES, LLC**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION
OF
MCCARRELL FITNESS COMPANIES, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is McCarrell Fitness Companies, LLC.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 10151 University Drive, Suite 311, Orlando, Florida 32817.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Greenspoon Marder, P.A., 201 E. Pine, Suite 500, Orlando, Florida 32801.

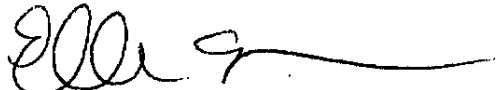
ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of the initial manager who is to serve as manager is:

Jeffrey A. McCarrell
10151 University Drive, Suite 311
Orlando, Florida 32817

The managers of this Limited Liability Company: (i) may be replaced by the members, and (ii) shall be elected by the members, as provided for in the Operating Agreement of this Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 29th day of October, 2014.



Ellen Gilmore,
Authorized Representative of Member

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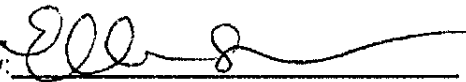
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 OR 605.0902, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:


McCarrell Fitness Companies, LLC
2. The name and address of the registered agent and office is:

Greenspoon Marder, P.A. (the "Firm")
201 E. Pine Street, Suite 500
Orlando, Florida 32801

By: 
Ellen Gilmore, For the Firm

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TALLAHASSEE, FLORIDA

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, the Firm hereby accepts the appointment as registered agent and agrees to act in this capacity. The Firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Firm is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.


Ellen Gilmore, For the Firm (Signature)

October 29, 2014
(Date)