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(Address)

(City/State/Zip/Phone #)

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FEB 11 2015
S. YOUNG

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Fountain Fitness and Gym, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alexander N. Spoov

Name of Person

Firm/Company

2233 Calais Drive, #35A,

Address

Miami, FL 33141

City/State and Zip Code

as@fountain.holdings

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexander Spoov

Name of Person

at (305) 407-0700

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☒ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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15 FEB -2 PM 4:56
TALLAHASSEE, FL 32301
SECRETARY OF STATE

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Fountain Fitness and Gym, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1096 Normandy Drive
Miami Beach, FL, 33141

1096 Normandy Drive
Miami Beach, FL, 33141

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Fountain Holdings, LLC

Name

2233 Calais Drive, #35A

Florida street address (P.O. Box **NOT** acceptable)

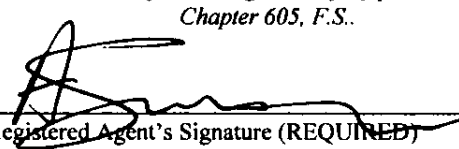
Miami Beach

FL 33141

City

Zip

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, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Alexander N. Spoov

2233 Calais Drive, #35A

Miami Beach, FL 33141

MGR

Irene C. Martineau

2233 Calais Drive, #35A

Miami Beach, FL 33141

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

ARTICLE VI: Other provisions, if any.

Fountain Fitness and Gym, LLC, shall be a wholly owned subsidiary of Fountain Holdings, LLC, filed for
under the same cover.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the 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.)

Alexander N. Spoov

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FL 32301