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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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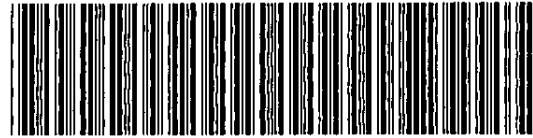
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF REVENUE
DIVISION OF REVENUE

15 MAY 27 PM 4:09

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

15 MAY 27 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 28 2015

T. BROWN

May 27, 2015

Secretary of State, Florida
2661 Executive Circle Center
Tallahassee FL 32301

Re: Order #: 9564176 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Secretary of State, Florida :

Please obtain the following:

LC FITNESS CORP (FL)
Conversion
Florida

LC FITNESS, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

**CERTIFICATE OF CONVERSION
OF
LC FITNESS CORP.
INTO
LC FITNESS, LLC**

FILED
15 MAY 27 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert **LC Fitness Corp.**, a Florida corporation (the "Other Business Entity"), into **LC Fitness, LLC**, a Florida limited liability company, in accordance with Section 605.1045, Florida Statutes (the "Conversion").

ARTICLE I
NAME OF "OTHER BUSINESS ENTITY"

The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "LC Fitness Corp."

ARTICLE II
JURISDICTION OF "OTHER BUSINESS ENTITY"

The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on November 11, 2013.

ARTICLE III
NAME OF FLORIDA LIMITED LIABILITY COMPANY

The name of the Florida limited liability company into which the "Other Business Entity" will be converted, as set forth in the attached Articles of Organization of the Florida limited liability company, is "LC Fitness, LLC."

ARTICLE IV
EFFECTIVE DATE AND TIME OF CONVERSION

This Conversion shall become effective at the time of filing.

ARTICLE V
COMPLIANCE WITH LAWS

The Conversion is permitted by the applicable law(s) governing the "Other Business Entity" and the Conversion complies with such laws and the requirements of Section 608.1045, Florida Statutes, in effecting the Conversion.

ARTICLE VI
EXISTENCE OF "OTHER BUSINESS ENTITY"

The "Other Business Entity" currently exists on the official records of Florida under which it is currently organized, formed or incorporated.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on
May 26, 2015.

LC FITNESS CORP.

LC FITNESS, LLC

By: Lexcibel Colon
Lexcibel Colon, Chief Executive Officer

By: Lexcibel Colon
Lexcibel Colon, Manager

**ARTICLES OF ORGANIZATION
FOR
LC FITNESS, LLC**

ARTICLE I – Name:

The name of the Limited Liability Company is LC FITNESS, LLC.

ARTICLE II – Address:

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

7028 West Waters Avenue, #227
Tampa, Florida 33634

ARTICLE III – Managers:

The Limited Liability Company will be managed by its manager. The initial manager shall be Lexcibel Colon.

ARTICLE IV – Indemnification:

The Limited Liability Company shall, to the full extent permitted by Section 605.0408, of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article IV shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the limited liability company, by agreement or otherwise.

ARTICLE V – ADMISSION OF MEMBERS

No person may be admitted as a Member, whether as a substituted Member or an additional Member, except upon the consent of all the Members as provided in Section 605.0401(3)(c) or as provided in Section 605.0701(3) and in the manner set forth in the Operating Agreement of the Company, as it may be amended from time to time, or as otherwise agreed by all of the Members.

ARTICLE VI – TRANSFER OF INTEREST IN COMPANY

No transfer of an Interest in the Company is permitted or valid except in accordance with the restrictions on transfer contained in the Operating Agreement of the Company, as amended at the effective time of the transfer.

ARTICLE VII - Registered Agent and Registered Address

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

Lexcibel Colon
7028 West Waters Avenue, #227
Tampa, Florida 33634

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 26 day of May, 2015.

Lexcibel Colon
Signature of an authorized representative of a member.

Lexcibel Colon
Typed or printed name of signee

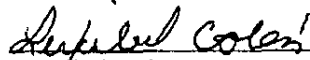
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **LC Fitness, LLC**.
2. The name and the Florida street address of the registered agent are:

Lexcibel Colon
7028 West Waters Avenue, #227
Tampa, Florida 33634

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.


Lexcibel Colon
Registered Agent