

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L16000195945
FILED 8:00 AM
October 24, 2016
Sec. Of State
cgolden

Article I

The name of the Limited Liability Company is:

PROTON FITNESS LLC

Article II

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

1150 CENTRAL AVE
NAPLES, FL. US 34102

The mailing address of the Limited Liability Company is:

54 W 40TH ST.
NEW YORK, NY. US 10018

Article III

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

MATTHEW JOHN SOLDAVINI, PA
791 10TH ST. S.
STE 301
NAPLES, FL. 34102

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.

Registered Agent Signature: JAMES M SOLDAVINI

Article IV

The name and address of person(s) authorized to manage LLC:

Title: AMBR
JAMES T MURPHY
54 W 40TH ST.
NEW YORK, NY. 10018 US

Title: MGR
BLAKE BROWN
54 W 40TH ST.
NEW YORK, NY. 10018 US

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Article V

The effective date for this Limited Liability Company shall be:

10/24/2016

Signature of member or an authorized representative

Electronic Signature: JAMES MURPHY

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.