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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (950) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA LIMITED LIABILITY CO.
TSI - US Highway, Jupiter, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$155.00 |

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JAN 17 2018

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TSI - US Highway, Jupiter, 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:

Helen Lin

Name of Person

Becker, Glynn, Muffly, Chassin & Hosinski LLP

Firm/Company

299 Park Avenue, 16th Floor

Address

New York, New York 10171

City/State and Zip Code

hlin@beckerglynn.com

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

For further information concerning this matter, please call:

Helen Lin

212

888-3033

at ()

Name of Person

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

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

Street Address

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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TSI - US Highway, Jupiter, I.L.C

(Must contain 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:1001 U.S. North Highway 1Suite 201Jupiter, FL 33477Mailing Address:399 Executive BoulevardElmsford, New York 10523c/o Town Sports International, LLC

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:

C T Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box **NOT** acceptable)Plantation,Florida33324

City

State

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.

C T Corporation System

By: Olga Hinkel

Olga Hinkel - VP

Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
18 JAN 17 PM 3:25
CLERK OF DISTRICT COURT

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR _____

Name and Address:

Palm Beach Sports Club, LLC

1001 U.S. North Highway 1, Suite 201

Jupiter, FL 33477


(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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any:

REQUIRED SIGNATURE:


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

This document is executed in accordance with section 605.0203, (1)(b), Florida Statutes. 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.

Carolyn Spitalora, Palm Beach Sports Club, LLC

Typed or printed name of signer

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)