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Attn: Tami Passley

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Email Address: shane@pforland.com

FLORIDA LIMITED LIABILITY CO.

Sunshine Fitness Thomaston, LLC

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**ARTICLES OF ORGANIZATION
OF
SUNSHINE FITNESS THOMASTON, LLC**

ARTICLE I- NAME

The name of this limited liability company is SUNSHINE FITNESS THOMASTON, LLC (the "Company").

ARTICLE II- PRINCIPAL OFFICE AND MAILING ADDRESS

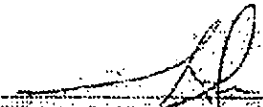
The street address of the principal office of the Company is 1083 Highway 19 N., Thomaston, Georgia 30286 and the mailing address of the Company is 4776 New Broad Street, Suite 195, Orlando, Florida 32814.

ARTICLE III- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 4776 New Broad Street, Suite 195, Orlando, Florida 32814, and the name of the initial registered agent of the Company at that address is Shane McGuiness.

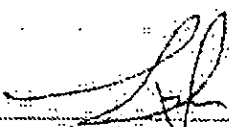
ARTICLE IV -- MANAGEMENT

The Company is a manager-managed limited liability company and the initial manager of the Company is Sunshine Fitness Growth Holdings, LLC, 4776 New Broad Street, Suite 195, Orlando, Florida 32814.


Shane McGuiness, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.


Shane McGuiness