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Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
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*Att: Tami Passley*

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: shane@pearlando.com  
Shane@PEARlando.com

FLORIDA LIMITED LIABILITY CO.  
Sunshine Fitness Spindale, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

2019 JAN 25 AM 10:30

FILED  
19 JAN 25 AM 9:45  
TAMI PASSLEY, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
SUNSHINE FITNESS SPINDALE, LLC

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Company is 300 Spindale Plaza Drive, Spindale, North Carolina 28160, and the mailing address of the Company is 1560 N. Orange Avenue, Suite 300, Winter Park, Florida 32789.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1560 N. Orange Avenue, Suite 300, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is Shane McGuinness:

ARTICLE IV - MANAGEMENT

The Company is a manager-managed limited liability company and the initial manager of the Company is Sunshine Sub, LLC, 1560 N. Orange Avenue, Suite 300, Winter Park, Florida 32789.

  
\_\_\_\_\_  
Shane McGuinness, 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 McGuinness

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