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NAME:

GOTHAM GYM MIAMI LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is:	
Gotham Gym Miami LLC	
(Must contain the words "Limited Liabili	ty Company, "L.L.C.," or "LLC.")
ARTICLE II - Address: The mailing address and street address of the principal office o Principal Office Address:	of the Limited Liability Company is: Mailing Address:
Gotham Gym I LLC	Gotham Gym I LLC
600 Washington Street	600 Washington Street
New York, New York 10014	New York, New York 10014

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:

BLUMBERGEXCEL	SIOR CORPORA	TE SERVICES, INC.
	Name	
155 Office Plaza Driv	e, 1st Fl.	
Florida street address	(P.O. Box NOT ac	cceptable)
TALLAHASSEE	FL	32301
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..

Asst. Secretary, Jose Mojica

ARTICLE 1 - Name:

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

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

<u>Title:</u> "AMBR" = Authorized Member "MGR" = Manager	Name and Address:
AMBR	Gotham Gym I LLC 600 Washington Street New York, New York 10014
Use attachment if necessary)	
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