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Florida Department of State

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FLORIDA LIMITED LIABILITY CO. FITNESS VENTURES - AUBURN, LLC

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ARTICLES OF ORGANIZATION OF FITNESS VENTURES - AUBURN, LLC A Florida Limited Liability Company

ARTICLE I NAME

The name of this limited liability company is Fitness Ventures - Auburn, LLC, referred to in these Articles of Organization as the "Company."

ARTICLE II MAILING AND STREET ADDRESS

The street address of the principal office of the Company is as follows:

999 Douglas Avenue, Suite 3328 Altamonte Springs, FL 32714

The mailing address of the principal office of the Company is as follows:

999 Douglas Avenue, Suite 3328 Altamonte Springs, FL 32714

TALLANIASSEE FLORID

ARTICLE III COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall be deemed to have commenced on the date and at the time the record is filed as evidenced by the Florida Department of State's endorsement of the date and time on the record.

ARTICLE IV REGISTERED AGENT

The name and Florida street address of the initial Registered Agent are as follows:

William R. Lowman, Jr., Esq. Shuffield, Lowman & Wilson, P.A. 1000 Legion Place, Suite 1700 Orlando, FL 32801 (((H210001970083)))

ARTICLE V **MANAGEMENT**

The name and address of each person initially authorized to manage and control the Company, until their successors are appointed, are as follows:

Title	Name and Address
Authorized Member	Fitness Ventures, LLC
	999 Douglas Avenue, Suite 3328
	Altamonte Springs, FL 32714
CEO	Brian J. Hibbard
	999 Douglas Avenue, Suite 3328
	Altamonte Springs, FL 32714
President	Jeffrey J. Teschke
	999 Douglas Avenue, Suite 3328
	Altamonte Springs, FL 32714
Secretary, Treasurer	Kyle A. Casella
	999 Douglas Avenue, Suite 3328
	Altamonte Springs, FL 32714

ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

William R. Lowman, Jr., Esq., as

Authorized Representative

(((H210001970083)))

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 of the Florida Statutes.

William R. Lowman, Jr., Esq.

MASSEE FLORING