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FLORIDA LIMITED LIABILITY CO.

Fitness Ventures - Erie, LLC

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**ARTICLES OF ORGANIZATION
OF
FITNESS VENTURES – ERIE, LLC
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is **Fitness Ventures – Erie, 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

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SECRETARY OF STATE
TALLAHASSEE, FL

**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

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ARTICLE V MANAGEMENT

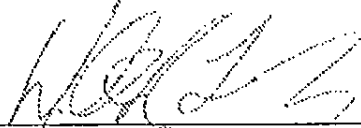
The name and address of each person initially authorized to manage and control the Company, until their successors are appointed, are as follows:

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
CFO	Brad Cameron 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

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FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

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.



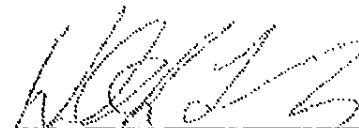
William R. Lowman, Jr., Esq., as
Authorized Representative

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**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.

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