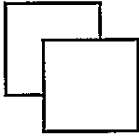


L98000002007



A. Garcia & Co. P.A.
Certified Public Accountants

September 23, 1998

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/25/98--01053--001
*****293.75 *****293.75

Re: SUNRISE LADY FITNESS, L.L.C.

Dear Sir:

Find enclosed two copies of the Articles of Organization for Florida Limited Liability Company of SUNRISE LADY to be file with your department.

Also enclosed is a check for \$293.75 to cover the filling fees, designation of registered agent and certificate of status.

Please, mail the stamped copy back to my office.

Should you have any questions regarding this matter, please call me at (305) 670-9750.

Sincerely,

Name	Amado Garcia, C.P.A.
Availability	A. Garcia & Co. PA.
Document Examiner	Certified Public Accountant
Updater	DCC
Updater Verifier	DCC
Actno	9500
W. P. Verifier	DCC

9500 South Dadeland Blvd. Suite 705 - Miami, Florida 33156
Telephone (305) 670-9750 - Fax (305) 670-9742

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

SUNRISE LADY FITNESS, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**9500 SOUTH DADELAND BLVD.
SUITE 705
MIAMI, FL. 33156**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a member and the name and address of the managing member is:

**Amado Garcia
9518 SW 118 Ct.
Miami, Fl. 33186**

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Approved by all members.

FILED
98 SEP 25 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The members has the right to continue operation upon the retirement of any member.

Every member upon the sale for cash of a membership, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

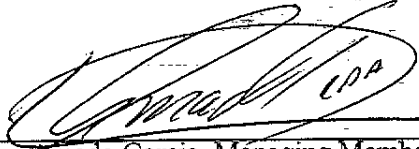
ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Sunrise Lady Fitness, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$ 1,000.00.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

A handwritten signature in black ink, appearing to read "Amado Garcia", with a horizontal line underneath it.

Amado Garcia, Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 25 PM 1:20

FILED

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

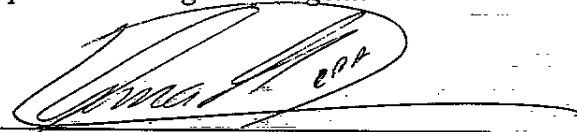
SUNRISE LADY FITNESS, L.L.C.

2. The name and the Florida street address of the registered agent are:

**Amado Garcia
9518 SW 118 Ct.
Miami, Florida 33186**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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.



**Amado Garcia
Registered Agent**

Filing Fee: \$ 35 for Designation of Registered Agent