

L99000000210



ACCOUNT NO. : 072100000032

REFERENCE : 014455 7107681

AUTHORIZATION :

COST LIMIT : *Patricia P. 285.00*

ORDER DATE : October 29, 1998

ORDER TIME : 9:40 AM

ORDER NO. : 014455-005

CUSTOMER NO: 7107681

700002739797--8

CUSTOMER: Mr. Denise Searle
MS. DENISE SEARLE
MS. DENISE SEARLE
7910 S.w. 53rd Avenue
Miami, FL 33143

DOMESTIC FILING

NAME: THE ART OF FITNESS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 1:41

RECEIVED
99 JAN 13 PM 12:07
DIVISION OF CORPORATIONS

L99-210

Name	<i>02-13</i>
Availability	<i>02</i>
Under Verifier	<i>02</i>
Acknowledgement	<i>02</i>
W. P. Verifier	<i>02</i>

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

THE ART OF FITNESS, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 7910 Southwest 53rd Avenue, Miami, Florida 33143.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT


The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Denise Searle . 7910 Southwest 53rd Avenue
Miami, Florida 33143

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The undersigned authorized representative of a member of
THE ART OF FITNESS, LLC hereby executes these articles of
organization on this 13th Day of January, 1999.

CORPORATION SERVICE COMPANY

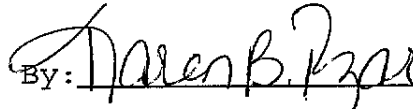


BY: Karen B. Rozar as its agent
as authorized representative of
THE ART OF FITNESS, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

Dated: January 13, 1999

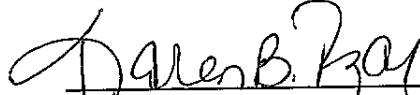
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE ART OF FITNESS, LLC deposes and says:

- 1) the above named limited liability company has at least one members:
- 2) the total amount of cash contributed by the member(s) is 0.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0.00:
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0.00:
- 5) the total amount of 2, 3, and 4 is: 0.00.



Karen B. Rozar as agent for Corporation Service
Company in its capacity as authorized
representative of THE ART OF
FITNESS, LLC

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of THE ART OF FITNESS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
7th day of January, 1999.

WITNESS

CHRIS PFEIFER

TYPED OR PRINTED NAME

Brenda V Kitchin

WITNESS

Brenda V. Kitchin

TYPED OR PRINTED NAME

SIGNATURE

DENISE SEARLE

TYPED OR PRINTED NAME

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