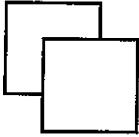


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A. Garcia & Co. P.A.
Certified Public Accountants

February 5, 1999

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

800002767639-5
-02/08/99-01098-004
-****293.75 ****293.75

Re: BIRD ROAD LADY FITNESS, L.L.C.

Dear Sir:

Find enclosed two copies of the Articles of Organization for Florida Limited Liability Company of BIRD ROAD 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,

[Signature]
Manado Garcia, C.P.A.

Name	<i>Manado Garcia</i>
Availability	<i>Dec</i>
Document Examiner	A. Garcia & Co. PA. Certified Public Accountant
Update	ncc
Up later Verifier	DCC
Acting Agent	9500 <i>DCC</i>
W.P. Verifier	DCC

L99000000862

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:

BIRD ROAD 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
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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.

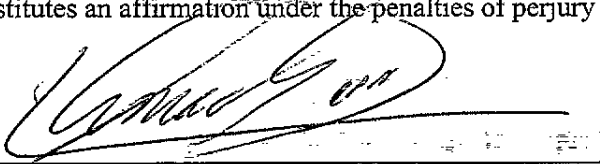
ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of BIRD ROAD 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.)



Amado Garcia, Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -8 PM 2: 19

FILED

**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:

BIRD ROAD 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**

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**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA