

L 99000001649

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

00608
337.50
00789-01130-00676-00671
W99-6593

March 11, 1999

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

FILED
99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: PSL FITNESS ENTERPRISE, L. L. C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

700002805987--4
-03/15/99--01106--001
****250.00 ****250.00

Filing fee for articles of organization of Florida Limited Liability Company

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

~~408882015974--3~~
~~-03/23/99 01083--024~~
~~****35.00 ****35.00~~

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$ 8.75 if a certificate of status is needed. The fee for a certified copy is \$ 52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: **F. R. BURDETT**
901 DONALD ROSS ROAD
JUNO BEACH, FLORIDA 33408

(561) - 625 - 3011

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W99-1649

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Attn: Michelle Hodges

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

PSL Fitness Enterprises LLC

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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Date: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PSL FITNESS ENTERPRISE, L. L. C.

ARTICLE II - Address:

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

**10131 SOUTH U S HIGHWAY 1
PORT ST. LUCIE, FLORIDA 34952**

ARTICLE III - Duration:

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

PERPETUAL LIMITED LIABILITY COMPANY

ARTICLE IV - Management:

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

**F. R. BURDETT
901 DONALD ROSS ROAD
JUNO BEACH, FLORIDA 33408**

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

PSL FITNESS ENTERPRISE, L. L. C. deposes and says:

1) the above named limited liability company has at least two members

**F. R. BURDETT
901 DONALD ROSS ROAD
JUNO BEACH, FLORIDA 33408
(561)-625-3011**

**BFS MANAGEMENT SERVICES, INC.
2000 NORTH CONGRESS AVE. SUITE 208
WEST PALM BEACH, FLORIDA 33409
(561)-687-4758**

2) the total amount of cash contributed by the member(s) is

\$ 25,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is: (A description of the property is attached and made a part hereto.)

NOT APPLICABLE

4) the amount of cash or property anticipated to be contributed by member(s) is:

\$ 300,000.00

5) the total amounts of 2, 3 and 4 is:

\$ 325,000.00

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Signature of a member or 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)

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:

ADDITIONAL MEMBERS MAY BE ADMITTED TO THE LIMITED LIABILITY COMPANY UPON THE UNANIMOUS VOTE OF ALL EXISTING MEMBERS

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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 REMAINING MEMBERS SHALL CONTINUE TO OPERATE THE LIMITED LIABILITY COMPANY IN PERPETUITY PROVIDED, HOWEVER, THAT THE DEPARTING MEMBER SHALL BE ENTITLED TO REDEEM OR SELL THEIR INTEREST BASED UPON AN APPRAISAL OF THEIR INTEREST AT THE TIME OF DEPARTURE

**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 in designating the registered office/registered agent, in the State of Florida.

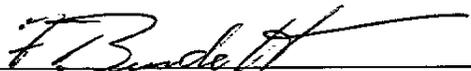
1. The name of the Limited Liability Company is:

PSL FITNESS ENTERPRISE, L.L.C.

2. The name and address of the registered agent and office is:

F.R. Burdett
901 Donald Ross Road
Juno Beach, Florida 33408

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 and accept the obligations of my position as registered agent.


F.R. Burdett

Date: 3/15/99

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