

L99000002402

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Circo Group, LLC

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****293.75 ****293.75

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
☒ Photo Copy _____
☒ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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TALLAHASSEE, FLORIDA

RECEIVED

99 APR 27 AM 10:20

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7 pages

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 27, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: CIRCO GROUP, LLC
Ref. Number: W99000009838

We have received your document for CIRCO GROUP, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 399A00022241

**ARTICLES OF ORGANIZATION
OF
CIRCO GROUP, L.L.C.**

(A Limited Liability Company
pursuant to Florida Statutes §608.401 et. seq.)

We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is CIRCO GROUP, L.L.C.
The principal office and mailing address of the limited liability company is 152 Windsor Road, Yardley, PA 19067.

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purposes are to own and operate health and fitness centers, to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The address and county of the registered office of the limited liability company in the State of Florida is 930 East Sample Road, Pompano Beach, Broward County, Florida and the name of its initial resident agent at that address is Christopher W. Circo.

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ARTICLE V

The business of the company shall be managed by a manager. The person designated to serve as manager until the first annual meeting of members shall be Christopher W. Circo, 152 Windsor Road, Yardley, Pennsylvania 19067.

ARTICLE VI

The initial members and their addresses are:

Sebastian A. Circo; 1125 South 103rd Street, Suite 800, Omaha, NE 68124
Olive J. Circo; 1125 South 103rd Street, Suite 800, Omaha, NE 68124
Lisa L. Circo; 7966 Playmor Terrace, San Diego, CA 92122
Christopher Circo; 152 Windsor Road, Yardley, PA 19067

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ARTICLE VII

The members shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other persons or entities may be admitted as a member of the company without the prior written consent of all members then existing. No member may assign, convey or transfer membership in the company without the prior written consent of each other member, except as may be provided in the Operating Agreement.

ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a member's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the other members elect to continue the company in accordance with the terms of the Operating Agreement.

IN WITNESS WHEREOF, the members have executed this instrument this 20th day of April, 1999.


CHRISTOPHER CIRCO

ACKNOWLEDGMENT

STATE OF ~~PENNSYLVANIA~~ ^{Minnesota}

SS.

COUNTY OF STEARNS

BE IT REMEMBERED, that on this 21st day of April
before me, the undersigned, a Notary Public in and for the county and state aforesaid,
came **Christopher W. Circo**; who is personally known to me or who provided
drivers license as identification, and who executed the foregoing instrument of
writing, and such person duly acknowledge the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my
notarial seal, the day and year last above written.

Mary A Gruber
Notary Public - State of ~~Pennsylvania~~ ^{Minnesota}

Mary A Gruber
Notary Public - Printed Name

My Commission Expires: 1/31/2000



**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: **Circo Group, L.L.C.**
2. The address of the registered agent and office is: **930 East Sample Road, Pompano Beach, Broward County, Florida** and the name of its initial resident agent at that address is **Christopher W. Circo**.

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.

CHRISTOPHER W. CIRCO

April 20th 1999
DATE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, CHRISTOPHER W. CIRCO, being first duly sworn upon oath, does depose and say:

1. I am the initial manager and resident agent of CIRCO GROUP, a Florida Limited Liability Company (hereinafter referred to as "Company").

2. The Company has four (4) members.

3. The total amount of cash contributed by the member(s) is \$ 145,000

4. If any, the agreed value of the property other than cash contributed by members is \$ 0. Further, a description of the property is attached and made a part hereof.

5. The amount of cash or property anticipated to be contributed by member is \$ 0.

6. The total amount of 3, 4 and 5 is \$ 145,000.


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).

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TALLAHASSEE, FLORIDA