

L99000002402

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MJH

10/15

Amended & Restated

June 12, 2001

VIA CERTIFIED MAIL

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

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-06/18/01--01013--001
*****25.00 *****25.00

Re: CIRCO GROUP, L.L.C. (#L99000002402)
Our File No: 5050-00

Dear Clerk:

Enclosed for filing with your office are duplicate original Articles of Amendment to the Articles of Organization of the above-referenced company. Also enclosed is a check in the amount of \$25.00 to cover the costs of filing.

Please return a file-stamped set of Articles to me at the address indicated above. For your convenience, I am enclosing a self-addressed, stamped return envelope.

Should you have any questions or need anything further, please call me as soon as possible. Thank you in advance for your assistance in this matter.

Sincerely yours

Christina J. Reynoldson

Christina J. Reynoldson,
Legal Assistant

Enclosures

cc: Christopher W. Circo
David M. Dvorak

FILED
01 JUN 15 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

CIRCO GROUP, L.L.C.

(Present Name)

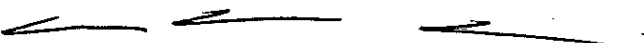
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was APRIL 28, 1999.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

THE ORIGINAL ARTICLES OF ORGANIZATION FOR CIRCO GROUP, L.L.C.
(THE "COMPANY") INCORRECTLY LISTED SEBASTIAN A. CIRCO, OLIVE J.
CIRCO AND LISA L. CIRCO AS MEMBERS. THE COMPANY MISSED THE 30-DAY
DEADLINE TO FILE CORRECTED ARTICLES OF ORGANIZATION IN THIS REGARD.
THE COMPANY ATTACHES AS EXHIBIT "A" HERETO ITS AMENDED AND RESTATED
ARTICLES OF ORGANIZATION WHICH SHALL SUPERSEDE ITS ORIGINAL ARTICLES
OF ORGANIZATION.

Dated June, 12, 2001.



Signature of a member or authorized representative of a member

CHRISTOPHER W. CIRCO

Typed or printed name of signee

FILED
01 JUN 15 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$25.00

EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CIRCO GROUP, L.L.C.**

CIRCO GROUP, L.L.C., a Florida limited liability company organized pursuant to the Florida Limited Liability Company Act, § 608.401 *et seq.*, on April 28, 1999, sets forth the following as its Amended and Restated Articles of Organization, which shall supersede its original Articles of Organization:

ARTICLE 1.

Name

The name of this limited liability company is CIRCO GROUP, L.L.C. (the "Company").

ARTICLE 2.

Purpose

The 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 3.

Period of Duration

The period of duration of the Company shall be perpetual unless dissolved in accordance with applicable law or pursuant to the rights of the Members as granted in the Operating Agreement of the Company.

ARTICLE 4.

Principal Place of Business

The Company's principal office and mailing address is 930 East Sample Road, Pompano Beach, Florida, 33064.

ARTICLE 5.

Registered Office and Registered Agent

The address and county of the Registered Office of the Company in Florida is 930 East Sample Road, Pompano Beach, Broward County, Florida, 33064, and the name of its Registered Agent at that address is Christopher W. Circo.

ARTICLE 6.
Stated Capital

The total amount of cash contributed by the Members as stated capital is \$145,000. The agreed value of property other than cash contributed by the Members as stated capital is \$0.00. The total amount of stated capital is \$145,000.

ARTICLE 7.
Additional Capital Contributions

Any additional capital contributions to be made by the Members and the times at which or events upon the happening of which such additional capital contributions shall be made shall be as provided in the Operating Agreement of the Company.

ARTICLE 8.
Management of the Company

The overall management of the Company shall be vested in the Manager, as provided for in the Operating Agreement. The name and address of the Manager is as follows:

Christopher W. Circo
930 East Sample Road
Pompano Beach, FL 33064

ARTICLE 9.
Members

The Members and their addresses are as follows:

Christopher W. Circo
930 East Sample Road
Pompano Beach, FL 33064

ARTICLE 10.
Admission of Additional Members

Additional Members shall be admitted to the Company, from time to time, upon such terms and conditions of admission as may be determined by the Members at the time of admission. Except as provided in the Operating Agreement, the interests of Members may not be transferred or assigned.

ARTICLE 11.
Internal Affairs

The regulation of the internal affairs of the Company shall be set forth in the Operating Agreement of the Company, which shall govern the operation of the business and the Members accordingly.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed by the undersigned Manager, in duplicate, this _____ day of April, 2000.

EXHIBIT

Christopher W. Circo, Manager