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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Forge Strength Systems, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

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6 pages



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 24, 1999

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: FORGE STRENGTH SYSTEMS, LLC
Ref. Number: W99000014737

We have received your document for FORGE STRENGTH SYSTEMS, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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: 599A00033647

**ARTICLES OF ORGANIZATION
OF
FORGE STRENGTH SYSTEMS, LLC**

The undersigned Class A Member and Manager signs these Articles of Organization and forms a limited liability company (the "**Company**") under the Florida Limited Liability Company Act (the "**Act**"), as follows:

**ARTICLE I
Name**

The name of the Company is: Forge Strength Systems, LLC.

**ARTICLE II
Effective Date and Duration**

The Company's existence will begin on June 23, 1999 and will be perpetual, unless sooner terminated pursuant to its Operating Agreement and Regulations or law.

**ARTICLE III
Address**

The mailing address and street address of the principal office of the Company is: 4930 Sandpiper Lane, St. Petersburg, FL 33711.

**ARTICLE IV
Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 4930 Sandpiper Lane St. Petersburg, FL 33711 , and the name of its initial registered agent at such address is Bruce Frieman.

**ARTICLE V
Classes of Members**

The Company will have two classes of Members: Class A Members and Class B Members. Each class of Members will have the rights, powers, duties, obligations, preferences and privileges as set forth in the Company's Operating Agreement and Regulations. Class A Members may also be Class B Members, and vice versa.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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ARTICLE VI
Additional Members

The Managers, acting as a body, are authorized and vested with the power on behalf of the Company and without the consent of the Members to cause the Company, upon such terms and conditions as they, in their sole discretion deem appropriate, to enter into any agreement to admit any additional Members to the Company.

ARTICLE VII
Members' Right to Continue Business

In the event of the insolvency, bankruptcy or reorganization under the bankruptcy laws, or assignment for the benefit of creditors by any Member or the withdrawal of a Member, the Company will not dissolve and terminate.

ARTICLE VIII
Management

The Company is to be managed by the Managers. The names and addresses of the initial Managers are as follows:

Kent Johnston
16805 226th Avenue N.E.
Woodinville, WA 98072

Bruce Frieman
4930 Sandpiper Lane
St. Petersburg, FL 33711

Brett Favre
8 Crane Park
Hattisburg, MS 39402-8330

Reggie White
3013 Waterford Drive
Twinsburg, OH 44087

Allen Johnston
Post Office Box 164
Coolidge, TX 76635

IN WITNESS WHEREOF, the undersigned Class A Member and Manager has executed these Articles of Organization on June 23, 1999.



BRUCE FRIEMAN

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Company, at the place designated in these Articles of Organization, 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.

Dated: June 23, 1999



BRUCE FRIEMAN

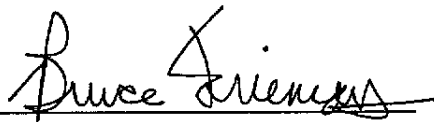
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned deposes and says:

1. The Company has at least 1 Member.
2. The total amount of cash contributed by the Class A Members is \$1,080
3. If any, the agreed value of property other than cash contributed by Members is -0-
4. The amount of cash or property anticipated to be contributed by Members is -0-
5. The total amount of 2, 3 and 4 is \$1,080

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit by an authorized Class A Member and Manager constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



BRUCE FRIEMAN

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