

L99000003857



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 282484 4327968

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pigot

FILED
99 JUN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 282484-005

CUSTOMER NO: 4327968

CUSTOMER: Jeffrey S. Raynor, Esq
RAYNOR LAW FIRM, P.A.
RAYNOR LAW FIRM, P.A.
Suite 304
14155 U.S. Highway 1
Juno Beach, FL 33408

400002912374--8

DOMESTIC FILING

NAME: INERGI FITNESS FLORIDA LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>6/23/99</i>
Availability	<i>XX</i>
Document	<i>dec</i>
Examiner	
Updater	<i>DEC</i>
Updater	
Verifier	<i>2</i>
Acknowledgement	<i>DEC</i>
W. P. Verifier	<i>DEC</i>

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

① who will manage

RECEIVED
99 JUN 22 PM 2:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L99000003857

W990000014598



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 1999

TAMARA ODOM
CSC
TALLAHASSEE, FL 32301

SUBJECT: INERGI FITNESS FLORIDA LLC
Ref. Number: W99000014598

We have received your document for INERGI FITNESS FLORIDA LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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: 699A00033407



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

TAMARA ODOM
CSC
TALLAHASSEE, FL 32301

SUBJECT: INERGI FITNESS FLORIDA LLC
Ref. Number: W99000014598

We have received your document for INERGI FITNESS FLORIDA LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

A new limited liability company has to be managed by someone and some entity. You state that the company will not be managed by managers. Does that mean it will be managed by the members? If so you will need to give us the names and addresses of the managing members.

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: 199A00033723

ARTICLES OF ORGANIZATION
OF
INERGI FITNESS FLORIDA L.L.C.

FILED
JUN 22 PM 4:00
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be INERGI FITNESS FLORIDA L.L.C. (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Raynor Law Firm, P.A., 14155 U.S. Highway One, Suite 304, Juno Beach, Florida 33408-1499.

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the Company in Florida are Jeffrey S. Raynor, President, Raynor Law Firm, P.A., 14155 U.S. Highway One, Suite 304, Juno Beach, Florida 33408-1499.

ARTICLE V - ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI --TERMINATION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all of the remaining members unanimously consent to the continuation of the Company.

ARTICLE VII - MANAGEMENT

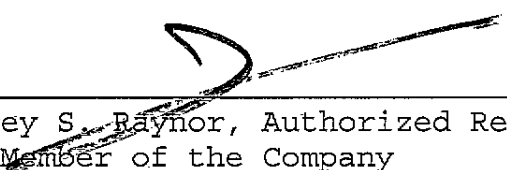
The Company shall be managed by the members, and the names and addresses of the managing members are:

Thomas J. Hickey
c/o Raynor Law Firm, P.A.
14155 U.S. Highway One, Suite 304
Juno Beach, FL 33408-1499

Ronald J. Berman
c/o Raynor Law Firm, P.A.
14155 U.S. Highway One, Suite 304
Juno Beach, FL 33408-1499

FILED
59 JUN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization have been executed by the undersigned member of the Company or the undersigned authorized representative of a member of the Company on June 28, 1999.



Jeffrey S. Raynor, Authorized Representative
of a Member of the Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INERGI FITNESS FLORIDA L.L.C. (the "Company") declares as follows: —

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$10,000.
3. The agreed value of property, if any, other than cash contributed by the member(s) is \$0.
4. The total amount of cash and property anticipated to be contributed by the member(s) is \$10,000 which includes the cash and property, if any, referred to in 2 and 3 above.

The undersigned understand that the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: June 28, 1999

Jeffrey S. Raynor, Authorized
Representative of a Member of the
Company

FILED
JUN 22 PM 4:00
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and acknowledged before me this 28th day of June, 1999, by JEFFREY S. RAYNOR who is personally known to me or who has produced N/A as identification.

Stacy L. Geary
My Commission CC781608
Expires July 22, 2002

Printed Name: Stacy L. Geary
Notary Public, State of Florida
My Commission Expires: July 22, 2002

(Seal, if any)

Stacy L. Geary
My Commission CC781608
Expires July 22, 2002

Hickey.011Corp
06.28.99

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of INERGI FITNESS FLORIDA L.L.C. (the "Company"), as the registered agent of the Company, hereby consents to accept service of process for the Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act as the Company's registered agent. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

The name and the Florida street address of the Company's registered agent are:

Jeffrey S. Raynor, President
Raynor Law Firm, P.A.
14155 U.S. Highway One, Suite 304
Juno Beach, FL 33408-1499

Dated: June 28, 1999

Jeffrey S. Raynor, President

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99 JUN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA