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June 29, 1999

**VIA FEDERAL EXPRESS**

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-Nebraska  
••New Mexico  
ooNew Mexico and Oklahoma  
oNew York  
\*\*New York and Oklahoma  
ooSouth Carolina and Oklahoma  
-Texas and Oklahoma

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-06/30/99-01068-009  
\*\*\*285.00 \*\*\*285.00

RE: **REGISTRATION OF FLORIDA LLC**  
**PRO FITNESS CENTER, L.L.C.**

Gentlemen:

Enclosed for filing you will find Articles of Organization, Certificate of Designation, and a check in the amount of \$285.00 to cover costs for the above captioned limited liability company. Please file the enclosed and return a file stamped copy to me at the address indicated above.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Joseph P. Lennart  
FOR THE FIRM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 30 AM 9:45

JPL/mjh  
Enclosure

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**PRO FITNESS CENTER, L.L.C.**

**ARTICLE II - Address:**

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

3333 Duck Avenue, Apt. 108 A  
Key West, Florida 33040

**ARTICLE III - Duration:**

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

Perpetual

**ARTICLE IV - MANAGEMENT**

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

Dusty Whitlock  
3333 Duck Avenue, Apt. 108 A  
Key West, Florida 33040

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**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:

To admit any and all new members upon the approval of a majority of the existing member(s).

**ARTICLE VI - Members Rights to Continue Business:**

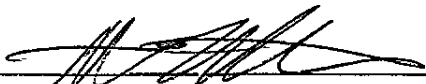
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Continuation of the business of the limited liability company upon a vote of a majority of the remaining members thereof.

**ARTICLE VII - Affidavit of Membership and Contributions:**

The undersigned member or authorized representative of a member of PRO FITNESS CENTER, L.L.C., certifies:

- 1) the above named limited liability company has at least one member,
- 2) the total amount of cash contributed by the member(s) is \$500.00
- 3) if any, the agreed value of the property other than cash contributed by member(s) is \$ None  
(a description of the property is attached and made a part hereto); and
- (4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$500.00

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member  
Dusty Whitlock  
Typed or printed name of signee

(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.)

Filing Fee: \$250.00 for Articles and Affidavit

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PRO FITNESS CENTER, L.L.C.
2. The name and the Florida street address of the registered agent are:

DUSTY WHITLOCK

NAME

3333 Dick Avenue, Apartment #108A

Florida street address (P. O. BOX NOT ACCEPTABLE)

Key West, Florida 33040

CITY, STATE AND ZIP

*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.*



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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