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August 3, 1999

Secretary of State
State Capitol
Plaza Level, Room 2
Tallahassee, FL 32399-0250

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-08/06/99-01078-010

****346.25 ****346.25

RE: Karosas Fitness & Spa, L.L.C.

To Whom It May Concern:

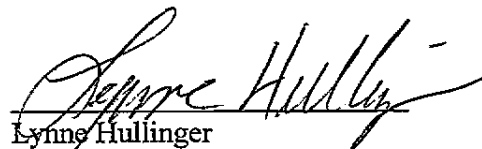
Enclosed for filing are originals of Articles of Organization for Karosas Fitness & Spa, L.L.C. Please return a certified copy of the Certificate to the undersigned. Also enclosed is a check in the amount of \$346.25 in payment of the filing fees, Designation Of Registered Agent fee, certified copy fee, and fee for the Certificate of Status.

Please return a certified copy in the enclosed envelope.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:



Lynne Hullinger
Trust and Billing Coordinator

Enclosures

[AL]

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **KAROSAS FITNESS & SPA, L.L.C.**

ARTICLE II- Address:

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

1635 Lands End Road, Pt. Manalapan, Florida 33462

ARTICLE III .Duration:

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

ARTICLE IV .Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are: Linda L. Karosas

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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: admission of additional members must be approved by all existing members.

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 as follows:

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- (i) Upon the written consent of all Members; or
- (ii) Withdrawal of a Member, unless a majority of the Members remaining vote to continue the business affairs of the Company; or
- (iii) Entry of a decree of dissolution under the Act; or
- (iv) When the Company is not the surviving entity in a merger or consolidation.

ARTICLE VII- Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of KAROSAS FITNESS & SPA, 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 \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
(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 \$1,000.00

By:

Linda L. Karosas
Linda L. Karosas, Manager

[Signature of a member or an 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.)

Linda L. Karosas
Typed or printed name of signee

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 608.4 15 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: KAROSAS FITNESS & SPA, L.L.C.

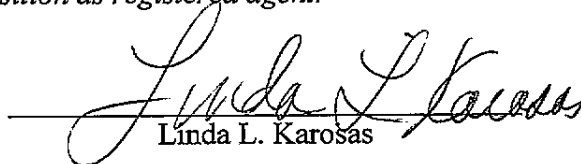
2. The name and the Florida street address of the registered agent are:

Linda L. Karosas
NAME

1635 Lands End Road
FLORIDA STREET ADDRESS (P. O. BOX NOT ACCEPTABLE)

Pt. Manalapan, Florida 33462
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.


Linda L. Karosas

Filing Fee: \$ 35 for Designation of Registered Agent