

L99000005204



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 348582 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

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DIVISION OF CORPORATIONS  
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ORDER DATE : August 20, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 348582-005

CUSTOMER NO: 4724636

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-08/20/99--01067--022  
\*\*\*\*337.50 \*\*\*\*337.50

CUSTOMER: Larry B. Alexander, Esq  
JONES FOSTER JOHNSTON & STUBBS  
JONES FOSTER JOHNSTON & STUBBS  
Suite 1100  
505 South Flagler Drive  
West Palm Beach, FL 33401

EFFECTIVE DATE  
8-19-99

DOMESTIC FILING

NAME: ELITE COACHES OF AMERICA  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED

**ARTICLES OF ORGANIZATION**  
**OF**  
**ELITE COACHES OF AMERICA L.L.C.**  
**A Florida Limited Liability Company**

**EFFECTIVE DATE**  
**8-19-99**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company shall be ELITE COACHES OF AMERICA  
L.L.C.

**ARTICLE II**

**Duration**

The period of duration of this limited liability company shall be perpetual.

**ARTICLE III**

**Initial Registered Office/Place of Business and Registered Agent**

The initial Registered Office/Principal Place of Business and the mailing address of this limited liability company shall be 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401. The initial registered office and the mailing address of this limited liability company shall

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be located at 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401, and the registered agent of this limited liability company at said address shall be Lester J. Woerner.

#### ARTICLE IV

##### Additional Members

Additional persons or entities may be admitted to the limited liability company as Members, and L.L.C. Interests may be issued to those additional members, upon the written consent of the holders of an aggregate of 60% or more of the L.L.C. Interests. "L.L.C. Interests" means an ownership interest in the L.L.C., as further defined in the Regulations of the L.L.C.

#### ARTICLE V

##### Continuation of Business

The L.L.C. shall be dissolved upon the occurrence of any of the following events: (a) the written consent of a 60% majority of the L.L.C. Interests; (b) 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 this limited liability company, unless the business of the L.L.C. is continued by consent of a 60% majority of the remaining L.L.C. Interests within ninety (90) days of the occurrence of that event.

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## ARTICLE VI

### Management

The management of this limited liability company is reserved to the members. The name and address of the initial managing member is:

Lester J. Woerner  
505 South Flagler Drive  
Suite 606  
West Palm Beach, Florida 33401

## ARTICLE VII

### Amendment

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law.

## ARTICLE VIII

### Commencement

This limited liability company shall commence its existence on August 19, 1999, at 9:00 a.m. and these Articles of Organization shall be filed with the Department of State of the State of Florida, within five (5) business days after August 19, 1999.

## ARTICLE IX

### Regulations

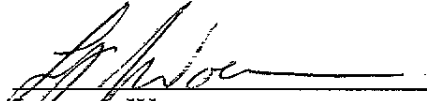
The Member of this limited liability company has adopted Regulations which contain provisions for the regulation and management of the affairs of this limited liability company and

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which set forth the relationships of any Members to one another, and contain restrictions upon the transfer of the L.L.C. Interest of any Member in this limited liability company.

IN WITNESS WHEREOF, the undersigned Member of this limited company has executed these Articles of Organization on the date shown below.

MEMBER:

  
Lester J. Woerner

Date: August 19, 1999

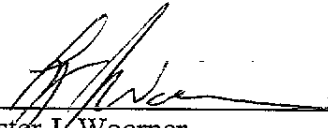
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

ELITE COACHES OF AMERICA L.L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401, has named Lester J. Woerner, located at said address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Lester J. Woerner

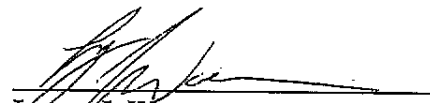
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**AFFIDAVIT OF CAPITAL CONTRIBUTION  
TO  
ELITE COACHES OF AMERICA L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, Lester J. Woerner, the Member of Elite Coaches of America L.L.C., certifies:

1. This Affidavit is to accompany the Articles of Organization of the above-described limited liability company
2. The limited liability company has at least one member.
3. The amount of cash contributed by the Member is \$1,000.00. No other property has been contributed by the Member.
4. The total amount of cash and property contributed and anticipated to be contributed by the Member is One Thousand Dollars (\$1,000.00).

Dated this 19<sup>th</sup> day of August, 1999.

  
Lester J. Woerner

(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.)

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