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September 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/24/99--01016--001
****285.00 ****285.00

Re: The Fitness Studio, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$285.00, payable to "Florida Department of State," for the filing fees:

Articles of Organization and Affidavit	\$250.00
Designation of Registered Agent	<u>\$ 35.00</u>
Total Payment	\$285.00

Lastly, enclosed please find a self-addressed, stamped envelope for your convenience and return of the enclosed as stamped filed.

In the event of any questions or comments, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Brian W. Broad

Brian W. Broad

BWB/sm
99-756/ltrart
Enclosures

L99-6088

Name	9-27
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
THE FITNESS STUDIO, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is : The Fitness Studio, LLC

ARTICLE II - Address:

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

231 NE 15th Street
Delray Beach, Florida 33444

ARTICLE III - Duration:

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

ARTICLE IV - Management:

The management of the Limited Liability Company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company and the name(s) and address(es) of the managing member(s) is/are:

Sydney Biller
231 NE 15th Street
Delray Beach, Florida 33444

Joel Biller
231 NE 15th Street
Delray Beach, Florida 33444

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:

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

SECRETARY OF STATE
FILED
09 SEP 24 PM 5:00

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:

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 terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 22nd day of September, 1999.

By: _____

Sydney Biller, Member

99-756/artorg

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09 SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

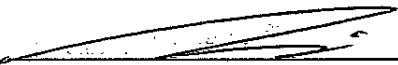
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is : THE FITNESS STUDIO, LLC
2. The name and address of the registered agent and office is:

Sydney Biller
231 NE 15th Street
Delray Beach, Florida 33444

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.



Sydney Biller

9-22-99
Date

Filing Fee: \$35.00

99-756/regagnt

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20 SEP 24 PM 5:00
SECRETARY OF STATE
FLORIDA

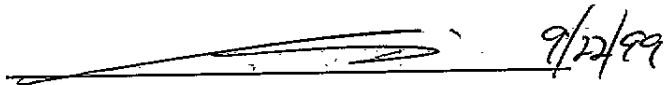
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE FITNESS STUDIO, LLC deposes and says:

- 1) The above named limited liability company has at least two members
- 2) The total amount of cash contributed by the member(s) is \$1,000.00.
- 3) If any, the agreed value other than cash contributed by member(s) is \$1,000.00. A description of the property is as follows: (or "attached and made a part hereto.")

Services to be rendered.

- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$2,000.00. This total includes amounts from 2 and 3 above.


Sydney Biller

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.

FILED
09 SEP 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA