

L99-00006661

2625 Park Tower  
400 North Tampa Street  
Tampa, Florida 33602

WETHERINGTON,  
FLOO & HAMILTON, P.A.  
ATTORNEYS AT LAW

Phone: (813) 225-1918  
Fax: (813) 225-2531

October 5, 1999

VIA OVERNIGHT MAIL

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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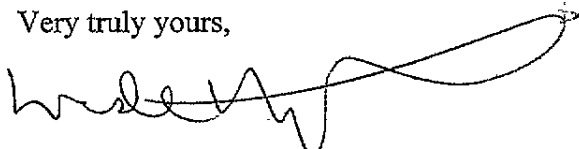
Re: The Temple Gym, L.C.

Dear Sir or Madam:

Enclosed herewith please find the original Designation of Registered Agent and Registered Office, together the original Affidavit Regarding Membership and Cash and Property Contributions (Section 608.407(2) of The Temple Gym, L.C., and the original and one copy of the Articles of Organization. Also enclosed is our firm's check in the amount of \$125.00 for the filing fee.

Should you have any questions, please contact our office. Thank you for your attention to this matter.

Very truly yours,

  
R. Wade Wetherington

RWW/jb  
Enclosures

cc: Mr. Mike Mard

The Temple Gym, L.C./Secretary of State

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ARTICLES OF ORGANIZATION  
OF  
THE TEMPLE GYM, L.C.

1. Name. The name of this limited liability company is The Temple Gym, L.C. (the "Company").

2. Duration. The Company shall exist in perpetuity from the date of filing of these Articles of Organization with the Department of State until one of the events specified in Florida Statutes section 608.441 occurs, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Registered Agent and Office. The name of the initial registered agent of the Company is R. Wade Wetherington. The street address of the initial registered agent of the Company is 2625 Park Tower, 400 N. Tampa Street, Tampa, Florida 33602.

Relocation – The members may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Company.

5. Name and Address of Organizer. Designation – the name and street address of the organizer are as follows:

<u>Name</u>	<u>Address</u>
R. Wade Wetherington authorized representative of Michael J. Mard	2625 Park Tower 400 N. Tampa Street Tampa, FL 33602

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TAMPA, FLORIDA

6. Place of Business. The mailing address and the street address of the company's principal office is 8074 North 56th Street, Tampa, Florida 33617.

7. Additional Members. Additional members to the Company may be admitted, but only upon the consent of current members holding a majority interest in the Company and upon the terms and conditions dictated by the current members.

8. Regulations. In the event of withdrawal, retirement, death, bankruptcy, expulsion of a member or the occurrence of any other event which terminates continued membership of a member, this Limited Liability Company shall terminate unless the business of the Limited Liability Company is continued by the consent of a majority of the remaining members holding a majority interest in the Limited Liability Company. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers, and the names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

Michael J. Mard

8074 North 56th St.  
Tampa, FL 33617

Christopher Dean Beard

3021 State Road 59, Suite 620  
Clearwater, FL 33759

Danny Lee Ballard

10002 Fawn Grove Place  
Tampa, FL 33637

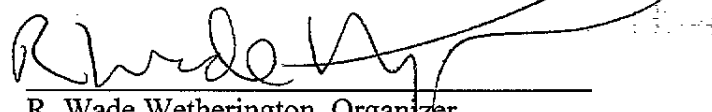
10. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

11. Transfer of Interest. No Member Firm shall have the right to transfer any interest in the Company without the unanimous written agreement of all voting members. If the nontransferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certified Interests. The members' interest in the Company shall be evidenced by certificates.

13. Amendments. These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority of the voting units, and the amendments shall be filed, duly signed by all members of the Limited Liability Company, with the Florida Department of State. All members of the Limited Liability Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 6th day of October, 1999.

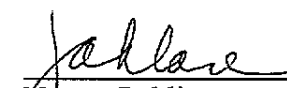
  
R. Wade Wetherington, Organizer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of October, 1999, by R. Wade Wetherington, who is personally known to me and who did take an oath.



J. A. Klare  
MY COMMISSION # CC809795 EXPIRES  
March 1, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

FILED  
OCT - 7 PM 5:00  
CLERK OF STATE  
TAMPA, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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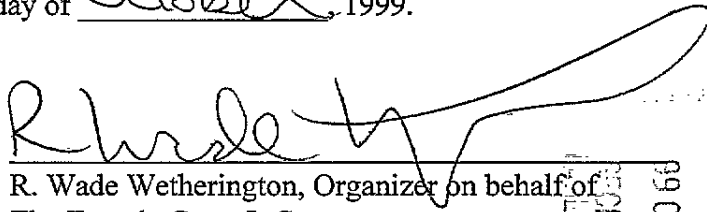
Pursuant to Sections 608.407(1)(d), 608.415(1) and 608.463, Florida Statutes, this Designation is submitted:

1. THE TEMPLE GYM, L.C., is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. THE TEMPLE GYM, L.C., hereby names R. Wade Wetherington, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

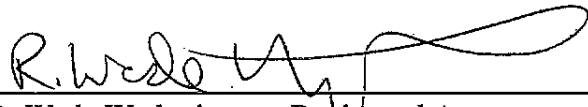
3. THE TEMPLE GYM, L.C., hereby designates as its registered office, the street address of said registered agent's place of business, which is 2625 Park Tower, 400 North Tampa Street, City of Tampa, 33602, County of Hillsborough, State of Florida.

SUBMITTED this 6th day of October, 1999.

  
R. Wade Wetherington, Organizer on behalf of  
The Temple Gym, L.C.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the designated place, I am familiar with and accept the obligations of the position and hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 608.415(1) and 608.463, Florida Statutes, relative to keeping open said office.

By:   
R. Wade Wetherington, Registered Agent

Dated: October 6, 1999

99 OCT -7 PM 5:40  
SECRETARY OF STATE  
TAMPA, FLORIDA

FILED