LAW OFFICE OF
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MICHAEL S. MINOT

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TELEPHONE: (407) 639-1300 TELECOPIER: (407) 639-1303

November 5, 1999

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

900003043329--7 -11/12/99--01114--013 ****155.00 ****155.00

RE: Fitness Shack, L.L.C.

Dear Sir or Madam,

Enclosed please find the original and one copy of the Articles of Organization for Fitness Shack, L.L.C.

Kindly have the enclosed Articles filed immediately and return a certified copy of the Articles of Organization to my office in the enclosed envelope. Also enclosed is a check payable to the Florida Department of Revenue in the amount of \$155.00 for the certified copy and filing fees.

If any further information is required, please do not hesitate to contact me at your earliest convenience. Thank you for your assistance.

Michael S. Minot,

MSM/sa Enclosures ws2/hess/ltr to DOS 10V 12 PH 12: 1

ARTICLES OF ORGANIZATION

OF

FITNESS SHACK, L.L.C.

ARTICLE I - NAME

The name of this Limited Liability Company is FITNESS SHACK, L.L.C.

ARTICLE II - DURATION

The Limited Liability Company shall exist perpetually.

ARTICLE III - ADDRESSES

This Limited Liability Company is located at:

2994 Pebble Creek Street Melbourne, Florida 32935

This Limited Liability Company has a mailing address of: 2994 Pebble Creek Street
Melbourne, Florida 32935

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Limited Liability Company is 2994 Pebble Creek Street, Melbourne, Florida 32935 with the same mailing address. The name of the initial registered agent of this Limited Liability Company is Colleen Hess with a mailing address of 2994 Pebble Creek Street, Melbourne, Florida 32935.

ARTICLE V - INITIAL MEMBERS

The number of persons constituting the initial members shall be one and her name and address are as follows:

Colleen Hess 2994 Pebble Creek Street Melbourne, Florida 32935 הווי אווס: 11

ARTICLE VI - ADDITIONAL MEMBERS

The qualification of additional members and the manner of their admission shall be as regulated by the Initial Member.

ARTICLE VII - MANAGEMENT

The Management of this Limited Liability Company shall be reserved to the Initial Member whose name and address are as listed above.

IN WITNESS WHEREOF, the undersigned hereby states that she is the Initial Member of the above Limited Liability Company, has executed these Articles of Organization this 5π day of November,

1999.

Witness

Withess

STATE OF FLORIDA COUNTY OF BREVARD

COLLEEN HESS

EEN HESS

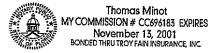
NOV 12 PH 12: LAHASSEE, FLOS

BEFORE ME, the undersigned authority, personally appeared? Colleen Hess who produced a Florida Driver's License as identification and known to me to be the Initial Member of this Articles of Organization, and he acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this $\frac{5\,\mu}{}$ day of November, 1999.

Notary Public, State of Florida

My Commission Expires:



Acceptance of Registered Agent

I hereby am familiar with and accept the duties and responsibilities of the Registered Agent of Fitness Shack, L.L.C.

Signed this 51 day of November, 1999.

Colleen Hess

Registered Agent, Fitness Shack, L.L.C.

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared, Colleen Hess, who produced a Florida Driver's License as identification, and known to me to be the Registered Agent of this Limited Liability Company and she acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official November, 1999.

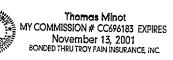
al seal this

571 day of

Notary Public

State of Florida

My Commission Expires:



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