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Florida Sunrise Tower - Suite 725
3111 North University Drive
Coral Springs, Florida 33065

Jeffrey B. Kahn, LL.M. (Tax)
Attorney At Law

Telephone: 954-345-5987
Facsimile: 954-345-0259
E-mail: jkahn@attorney-cpa.com

November 15, 1999

VIA FEDERAL EXPRESS

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

400008045874--5
-11/16/99--01072--007
****155.00 ****155.00

Re: Ladies Fitness Plus Of Sunrise, LLC

W99-26491

Dear Sir/Madam:

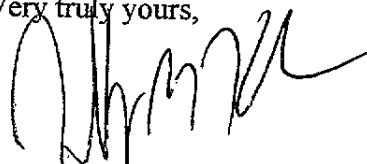
I am enclosing the Articles Of Organization for Ladies Fitness Plus Of Sunrise, LLC to be filed with the Department of State.

Also enclosed is a check made payable to the Department of State in the amount of \$155.00 covering the filing fees for the above and the cost of a certified copy of the Articles Of Organization.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Jeffrey B. Kahn

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 17, 1999

JEFFREY B. KAHN
FLORIDA SUNRISE TOWER - STE 725
3111 NORTH UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

SUBJECT: LADIES FITNESS PLUS OF SUNRISE, LLC
Ref. Number: W99000026491

We have received your document for LADIES FITNESS PLUS OF SUNRISE, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 299A00055209

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION
OF
LADIES FITNESS PLUS OF SUNRISE, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is:

LADIES FITNESS PLUS OF SUNRISE, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

3300 N. University Drive, Suite 510
Coral Springs, Florida 33065

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The name of the initial sole manager of the limited liability company and her address are listed below:

Bonnie Schmidt
3300 N. University Drive, Suite 510
Coral Springs, Florida 33065

The foregoing individual is to serve as the manager of the limited liability company until a successor is elected and qualified.

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TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS


The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, 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.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the limited liability company's initial registered agent are listed below:

Jeffrey B. Kahn
6598 N.W. 97 Drive
Parkland, Florida 33076

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 19th day of November, 1999.



Bonnie Schmidt, Member

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TALLAHASSEE, FLORIDA


In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **LADIES FITNESS PLUS OF SUNRISE, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 23 day of November, 1999.



Jeffrey B. Kahn

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day
SECRETARY OF STATE
TALLAHASSEE, FLORIDA