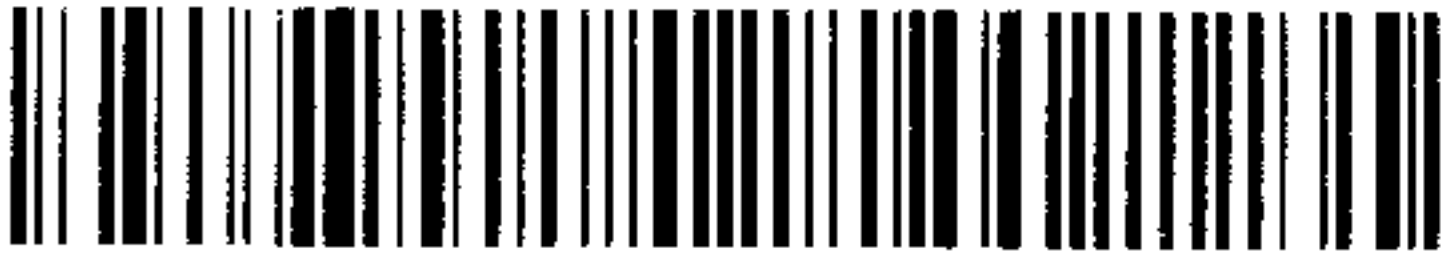


**ARTICLES OF ORGANIZATION
OF
S&L GYMS, LLC**


20081117000442460 1/1 \$80.00
Shelby Cnty Judge of Probate, AL
11/17/2008 04:02:37PM FILED/CERT

Pursuant to 10-12-9 and 10-12-10 of the Alabama Limited Liability Company Act, S&L Gyms, LLC hereby adopts the following Articles of Organization:

1. The name of the Limited Liability Company is S&L Gyms, LLC.
2. The duration of the Limited Liability Company is perpetual.
3. The Limited Liability Company has been organized to operate a weight training facility and for any other lawful purpose.
4. The street address of the registered office is 2758 Stevens Creek Rd., Hoover, AL 35244, and the name of the registered agent at that office is Scott McKelvey.


5. The names and addresses of the initial members of S&L Gyms, LLC are:

Scott McKelvey	Lana Cowan
2758 Stevens Creek Rd.	3757 Shady Cove Dr.
Hoover, AL 35244	Birmingham, AL 35243

6. The company is to be managed by one or more managers. The names and addresses of the managers who are to serve until their successors are elected and have qualified are:

Scott McKelvey	Lana Cowan
2758 Stevens Creek Rd.	3757 Shady Cove Dr.
Hoover, AL 35244	Birmingham, AL 35243

DATE: November 16, 2008


Elizabeth S. Ritter, Esq.
Organizer

This instrument prepared by:
Goodrich Law Firm, LLC
15 Richard Arrington Jr. Blvd. N.: Suite 301
Birmingham, AL 35203