

ARTICLES OF ORGANIZATION OF

24E FITNESS LLC

I, the undersigned natural person of age, nineteen years or more, acting as organizer of a limited liability company under the Limited Liability Company Act of the State of Alabama, hereby adopt the following Articles of Organization for the limited liability company:

ARTICLE ONE

The name of the Limited Liability Company is: 24E FITNESS LIMITED LIABILITY COMPANY.

ARTICLE TWO

The address of the principal place of business of the limited liability company is: 2633 Southview Place, Vestavia Hills, Alabama 35216.

ARTICLE THREE

The period of duration of the limited liability company shall be 15 years from its effective date.

ARTICLE FOUR

The name and business address of the limited liability company's registered agent for service of process is: T. Wayne Alford, 2633 Southview Place, Vestavia Hills, Alabama 35216.

ARTICLE FIVE

The names and business address of each initial members of the limited liability company are:

T. WAYNE ALFORD	2633 Southview Place	Vestavia Hills, AL 35216
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ARTICLE SIX

The limited liability company is organized for the purpose of developing, opening and operating a gym/fitness center including activities of any lawful business for which a limited liability company may be organized.


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ARTICLE SEVEN

The limited liability company shall end upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member.

ARTICLE EIGHT

The effective date of the formation of the limited liability company shall be May 2011.

ARTICLE NINE

The name and address of each organizer of the limited liability company is shown below.

ARTICLE TEN

The limited liability company shall have one manager who shall serve until the first annual meeting or until their successors are elected and qualified. The initial manager shall be:

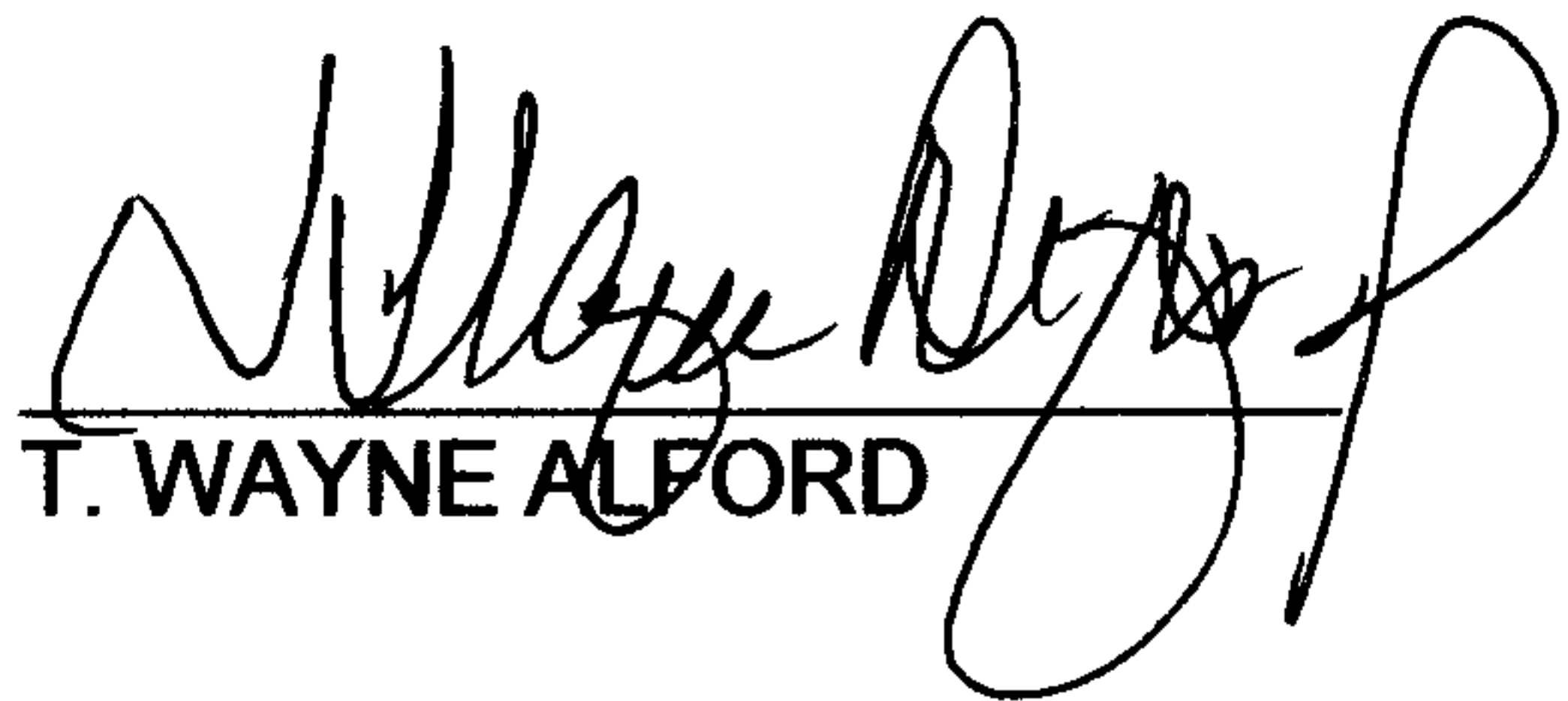
T. WAYNE ALFORD 2633 Southview Place Vestavie Hills, AL 36512

ARTICLE ELEVEN

The members of the limited liability company shall have the right to admit additional members, but only upon unanimous vote of all of the currently existing members. New members may be admitted upon any terms and conditions as the current members may agree upon by unanimous vote.

The organizers, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.

Dated the 23RD day of NOVEMBER, 2010.


T. WAYNE ALFORD


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