

NOV 07 2008

ARTICLES OF ORGANIZATION  
FOR  
PRESTIGE FITNESS, L.L.C.

LE NO. L-1487476-0

Pursuant to A.R.S. § 29-632, the undersigned state as follows:

1. The name of the limited liability company is:

Prestige Fitness, L.L.C.

2. The address of the registered office in Arizona is

Prestige Fitness, L.L.C.  
4847 N. Louis River Way  
Tucson, AZ 85718

3. The name and address of the statutory agent is:

S. Leonard Scheff  
2720 E. Broadway Blvd.  
Tucson, AZ 85716

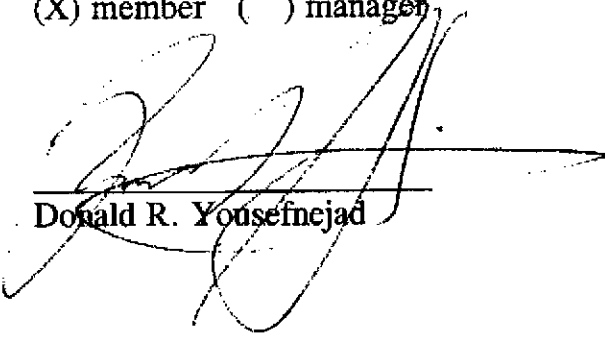
4. The latest date on which the limited liability company is to dissolve is  
unspecified. Management of the limited liability company is reserved to the members.

5. There are two members at the time of formation and they are:

Joseph Genova (X) member ( ) manager  
4847 N. Louis River Way  
Tucson, AZ 85718

Donald R. Yousefnejad (X) member ( ) manager  
6391 N. Gadd Court  
Tucson, AZ 85704

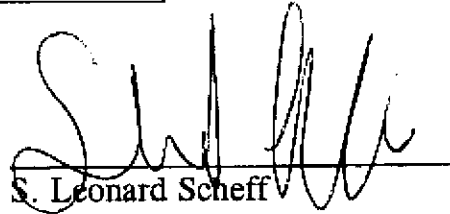
  
Joseph Genova

  
Donald R. Yousefnejad

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I, S. Leonard Scheff, having been designated to act as statutory agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

DATED this 7<sup>th</sup> day of November, 2008.

  
S. Leonard Scheff