

**ARTICLES OF ORGANIZATION
OF
ELITE GROUP FITNESS, LLC**

The undersigned hereby forms a limited liability company under chapter 275 of the Kentucky Revised Statutes and adopts as the Articles of Organization of such limited liability company the following:

1) THE NAME OF THE LIMITED LIABILITY COMPANY:

Elite Group Fitness, LLC

2) INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

a) Initial Registered Office

c/o Scott Mattmiller
Bullock&Coffman, LLP
234 North Limestone Street
Lexington, Kentucky 40507

b) Initial Registered Agent

M. Scott Mattmiller
Bullock&Coffman, LLP
234 North Limestone Street
Lexington, Kentucky 40507

3) MAILING ADDRESS OF INITIAL PRINCIPAL OFFICE

c/o Dawn Scott
1332 Strawberry Lane
Lexington, Kentucky 40502

4) MANAGEMENT

The company will be managed by its members.

5) THE PERIOD OF ITS DURATION

The duration of the company shall be perpetual.

Dated: May 25, 2012

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization and hereby swears that he has read the foregoing Articles and that the statements therein are true and correct to the best of his knowledge and belief as of the date hereof.




M. SCOTT MATTMILLER
ORGANIZER

STATE OF KENTUCKY)
)
COUNTY OF FAYETTE) SCT.

The forgoing instrument was acknowledged before me this 25 day of May, 2012 by M. Scott Mattmiller as Organizer of Elite Group Fitness, LLC, for and on behalf of said Limited Liability Company.

My Commission Expires

3-7-2016



Notary Public, Kentucky, 461945
State at Large

CONSENT TO SERVE AS AGENT FOR SERVICE OF PROCESS

I, Scott Mattmiller, voluntarily consent to serve as the registered agent for Elite Group Fitness, LLC on the date shown below.

Dated this 25th day of May, 2012.



M. Scott Mattmiller

PREPARED BY:

BULLOCK & COFFMAN, P.S.C.
2324 North Limestone
Lexington, Kentucky 40507
(859) 225-3939

By

