Commonwealth of Kentucky
Trey Grayson, Secretary of State

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0778928.06
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Secretary of State
Received and Filed
1/7/2011 8:24:24 AM
Fee receipt: $40.00

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Articles of Organization
Limited Liability Company

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

Article I: The name of the company is

NP Fitness Holdings, LLC

Article II: The street address of the company's initial registered office in Kentucky is

110 Chase Way, Suite 2, Elizabethtown, KY 42702

and the name of the initial registered agent at that address is **Richard Nicholas Berry**

Article III: The mailing address of the company's initial principal office is

110 Chase Way, Suite 2, Elizabethtown, KY 42702

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Friday, January 07, 2011

Name of Organizer: **Richard Nicholas Berry**
Signature of individual signing on behalf of Organizer: **Richard Nicholas Berry**

I, **Richard Nicholas Berry**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Richard Nicholas Berry