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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

HEADSPACE, LLC

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ARTICLES OF ORGANIZATION

HEADSPACE, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE ONE

Name

The name of this company shall be HEADSPACE, LLC.

ARTICLE TWO

Commencement and Duration of Existence

This company shall commence its existence on July 24, 2000, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

The period of this company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member.

The fiscal year for the first year of operation of this company shall end on December 31, 2000, and the fiscal year of this company in all other years of its operation shall end on the 31st day of December of each calendar year.

ARTICLE THREE

Address

The mailing and street address of the company is:

2305 Musselwhite Avenue
Orlando, Florida 32804

THESE ARTICLES PREPARED BY:
Scott M. Goldberg, Esquire/ Florida Bar No. 100005
1000 Universal Studios Plaza, Building 22A, Suite 247
Orlando, Florida 32819-7610

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EMPIRE CORPORATE KIT

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ARTICLE FOUR

Registered Agent and Office

The name and street address of the initial Registered Agent and Office for this company is as follows:

Jethro Senger
2305 Musselwhite Avenue
Orlando, Florida 32804

ARTICLE FIVE

Admission of Additional Members Terms and Conditions of such Admissions

Additional members may be admitted only upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

ARTICLE SIX

Right to Continue

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event that terminates the continued membership of a member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a member, the business of the company shall be continued for the benefit of all the remaining members and for the benefit of any transferee, assignee, or beneficiary of the member whose membership has terminated.

ARTICLE SEVEN

Management of the Company

Initially, one (1) Manager shall manage the business of the Company, which shall be a manager-managed company. The initial Manager of this Company, who shall also be a Member of the Company, who is to serve until the first annual meeting of Members or until their successors are elected and qualify, is:

Name
Jethro Senger

Address
2305 Musselwhite Avenue
Orlando, FL. 32804

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ARTICLE EIGHT

Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company.

In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE NINE

Regulation of the Company

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and the Managers may adopt new Regulations.

ARTICLE TEN

Informal Action of Managers

Any action of the Managers authorized to be taken by these Articles of Organization, and the Regulations adopted incident hereto may be taken without meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

ARTICLE ELEVEN

Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

ARTICLE TWELVE

Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company being duly evidenced to the Managers of this Company the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of

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profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE THIRTEEN

Withdrawal or Reduction of Member's Contribution of Capital

A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company is available to pay them. A Member shall be entitled to the return of his or its contribution, as well as his or its equity sharing distribution, in the manner provided for in the Operating Agreement.

ARTICLE FOURTEEN

Operating Agreement

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Members.

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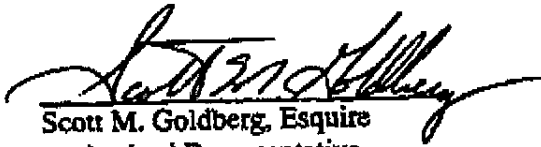
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TALLAHASSEE, FLORIDA

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EXECUTION OF ARTICLES OF ORGANIZATION

IN WITNESS of the foregoing Articles of Organization of this Florida Limited Liability Company, HEADSPACE, LLC, the undersigned Authorized Representative, as Incorporator has hereunto set his hand and seal this the 24th day of July, 2000.



Scott M. Goldberg, Esquire
Authorized Representative
INCORPORATOR

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

HEADSPACE, LLC

Having been named as Registered Agent and to accept service of process for the Florida Limited Liability Company, HEADSPACE, LLC, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Jethro Seeger
2305 Musselwhite Avenue
Orlando, Florida 32804
REGISTERED AGENT
HEADSPACE, LLC

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