



L 00000000 8879

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/17/00--01111--002
***125.00 ***125.00

To whom it may concern:

Please file the enclosed Articles of Incorporation with the state, for THE SPA
RESOURCE GROUP LLC.

8925 SW 148th Street
Tremar Center, Suite 216
Miami, Florida 33176
305-378-0404
305-378-4484 FAX

Very truly yours,

Lori J. Hough
Lori J. Hough

Kathleen Conroy MAI
Managing Director
kconroy@hvsinternational.com
www.hvsinternational.com

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TALLAHASSEE, FLORIDA

42



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 26, 2000

LORI HOUGH
8925 SW 148TH STREET, SUITE 216
MIAMI, FL 33176

SUBJECT: THE SPA RESOURCE GROUP LLC
Ref. Number: W00000016261

We have received your document for THE SPA RESOURCE GROUP LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 500A00036033

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF

THE SPA RESOURCE GROUP, LLC,

a Florida Limited Liability Company

The undersigned (herein referred to as the "Members") certify that we have associated ourselves together for the purpose of becoming a "Limited Liability Company" under the laws of the State of Florida, Florida Statutes Chapter 608, the Florida Limited Liability Company Act, providing for the formation, rights privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company (herein the Limited Liability Company shall be referred to as the "Company").

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Company shall be "THE SPA RESOURCE GROUP, LLC" and its principal office shall be located at 1305 N.E. 23rd Avenue, Suite 2, Pompano Beach, Florida 33062, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate. The mailing address of the Company shall be 1305 N.E. 23rd Avenue, Suite 2, Pompano Beach, Florida 33062.

ARTICLE II

PURPOSES AND POWERS.

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage in any or all of the following activities:

- To engage in any activity or business authorized under the Florida Statutes.
- In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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ALLAHASSEE, FLORIDA

- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the Members of this Company. This Article may be amended from time to time by a unanimous vote of the Members of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE IV
MANAGEMENT

Management of this Company is reserved to its Members whose names and addresses are as follows:

STEPHEN RUSHMORE
222 Shepherd Lane
Roslyn Heights, New York 11577

KATHLEEN CONROY
7401 S.W. 158th Terrace
Miami, Florida 33157

PATRICIA MONTESON
303 North Riverside Drive
Unit #101
Pompano Beach, Florida 33062

JUDITH SINGER
303 North Riverside Drive
Unit #102
Pompano Beach, Florida 33062

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit members upon consent of the holder or holders of a majority of the Membership Interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

A Member's interest in the Company may not be sold or otherwise transferred except with written consent of the holder or holders of a majority of the Membership Interests in the Company.

On 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 in the Company the remaining Members shall have the right to continue the business on unanimous consent of the remaining Members.

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TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the Company by the Members in the following amounts:

Stephen Rushmore	\$250.00
Kathleen Conroy	\$250.00
Patricia Monteson	\$250.00
Judith Singer	\$250.00

Additional contributions will be made as required for investment purposes as determined by unanimous consent of the Members. Members will make contributions in proportion to the distributive share of profits of the Company each of the Members is entitled to at the time of the contribution shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits specified as follows:

Stephen Rushmore	25%
Kathleen Conroy	25%
Patricia Monteson	25%
Judith Singer	25%

The distributive share of the profits shall be determined and paid to the Members as provided by the regulations of the Company, or as determined by the Members.

(b) Losses. All losses that occur in the operation of the Company business shall be paid out of the capital of the Company and the profits of the business, or if these sources are insufficient to cover such losses, by the Members in the following shares:

Stephen Rushmore	25%
Kathleen Conroy	25%
Patricia Monteson	25%
Judith Singer	25%

ARTICLE VIII
DURATION

This Company shall exist until December 31, 2025, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement and Regulations adopted by the Members.

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TALLAHASSEE, FLORIDA

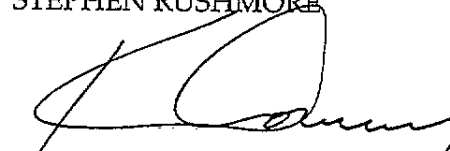
ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 1305 N.E. 23rd Avenue, Suite 2, Pompano Beach, Florida 33062, and the name of the Company's initial registered agent at that address is Judith Singer.

The undersigned, being the original Members of the Company, certify that this instrument constitutes the proposed Articles of Organization of THE SPA RESOURCE GROUP, LLC.

Executed by the undersigned Kathleen Conroy at Miami, Florida on April 7, 2000, and by both Patricia Monteson and Judith Singer at Pompano Beach, Florida on April 7, 2000, and by Stephen Rushmore at Mineola, New York, on April 7, 2000.


STEPHEN RUSHMORE


KATHLEEN CONROY


PATRICIA MONTESON


JUDITH SINGER

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TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE**

STATE OF FLORIDA
COUNTY OF BROWARD

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is "THE SPA RESOURCE GROUP, LLC".

The name of the registered agent for the limited liability company is Judith Singer, and the street address and mailing address of the company's registered office where the registered agent is located is 1305 N.E. 23rd Avenue, Suite 2, Pompano Beach, Florida 33062.

This statement is to acknowledge that, as indicated above, THE SPA RESOURCE GROUP, LLC, has appointed Judith Singer, as its registered agent to accept service of process for the limited liability company at the place designated above in this certificate. I accept this 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.

May 12, 2000

Judith Singer
JUDITH SINGER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12 day of May, 2000, by Judith Singer as the Resident Agent and a Member of the Company. She is personally known to me or has produced FLA Drive Lic as identification.

My Commission Expires: 12-19-2002

Lorraine E. Hoffman

(NOTARY SEAL)



Lorraine E. Hoffman
MY COMMISSION # CC777815 EXPIRES
December 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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