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GRAHAM, CLARK, JOKES, BUILDER, PRATT & MARKS, LLP

ATTORNEYS AT LAW

J. LINDSAY BUILDER, JR. SCOTT D. CLARK Douglas K. Gartenlaub JESSE E. GRAHAM JESSE E. GRAHAM, JR. VALERIE JAHN GRANDIN JESSICA K. HEW FREDERICK W. JONES Jeffrey L. Kaplan HOWARD S. MARKSOO CLAIRE MOLCHAN-BOTT SAMUEL M. NELSON James R. Pratt GEOFFREY D. WITHERS

MAILING ADDRESS: P.O. DRAWER 1690 WINTER PARK, FL 32790-1690

> DELIVERY ADDRESS: 369 N. NEW YORK AVENUE WINTER PARK, FL 32789

> TELEPHONE (407)647-4455 FACSIMILE (407)740-7063

E-MAIL: axanders@grahamclark.com

♦BOARD CERTIFIED (CIVIL LITIGATION)
■BOARD CERTIFIED (BUSINESS LITIGATION)

August 29, 2000

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Incorporation of Amici Salon & Spa, LLC

Our File No.: 5759-2

100003378851--08/31/00--01062--006 ****125.00 ****125.00

Dear Sir or Madam:

Re:

In reference to the above-captioned matter, enclosed please find a check in the amount of \$125.00, representing the required filing fee for the above referenced limited liability company.

Please do not hesitate to call if you have any questions concerning this or require asything further. Thank you for your assistance in this matter.

Very truly yours,

Amy Xanders

Assistant for Jeffrey L. Kaplan

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GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS, LLP

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♦BOARD CERTIFIED (CIVIL LITIGATION)
■BOARD CERTIFIED (BUSINESS LITIGATION)

September 7, 2000

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

Amici Salon & Spa

Dear Sir or Madam:

In reference to the above-captioned matter, enclosed please the letter you sent to me along with the Articles of Organization with "Manager, as authorized representative of the Members" added to each signature block.

Please do not hesitate to call if you have any questions concerning this or require anything further. Thank you for your assistance in this matter.

Very truly yours,

Amy Xanders

Assistant for Jeffrey L. Kaplan

Dmy Xanders

Enclosure



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 5, 2000

AMY XANDERS GRAHAM CLARK JONES BUILDERS PRATT & MARK P.O. DRAWER 1690 WINTER PARK, FL 32790-1690

SUBJECT: AMICI SALON & SPA, LLC

Ref. Number: W00000021744

We have received your document for AMICI SALON & SPA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please indicate member or representative of a member. Manager is not acceptable.

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) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 700A00046962

FILED

ARTICLES OF ORGANIZATION . OF AMICI SALON & SPA, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, does hereby certify as follows:

ARTICLE I NAME

The name of the limited liability company is AMICI SALON & SPA, LLC (the "Company").

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is P.O. Box 4657, Winter Park, Florida 32793.

ARTICLE III MANAGEMENT

The Company will be a manager-managed company and the Managers need not be M. The initial Managers of the Company will be John Giuliani and James Giuliani.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 3000 State Rosel 26. Oviedo, Florida 32765, and the name of the initial registered agent of the Company at that address is John Giuliani.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed this ZZ day of July, 2000.

John Giuliani, Manager, as authorized representative of the Members

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the limited liability company is: AMICI SALON & SPA, LLC.
- The name and the Florida street address of the registered agent and office are:

John Giuliani 3000 State Road 426 Oviedo, Florida 32765

John Giuliani, Manager, as authorized representative of the Members

Having been named as registered agent and to accept service of process for AMICI SALON & SPA, LLC, at the place designated in this certificate, 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 satisfactories 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.

John Giuliani

Date: 27. (1) 5000